AMENDMENT (	OF SOLI	CITATIONA	AODIFICATION OF	CONTRACT		RACT ID COD	E	PAGE OF	1
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6. ISSUED BY	CODE	N00014	<u></u>	7. ADMINISTERED B				CODE SO	512A
							SCD-C		
OFFICE OF NAVAL RESEAR ONR 251 VERA CARROLL (7		ve+n		DCMA LOS ANGELI	S				
E-mail: vera.campil@navy.mil	00) 030-4			P.O. BOX 9608					
875 North Randolph Street, St.	rite OLC 1	279		MISSION HILLS, CA	91346-90	508			
Arlington VA 22203-1995									
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8. NAME AND ADDRESS OF				ZIP Code)	(84)	9.A. AMENDI N.A.	MENT OF SOL	ICITATION N	Ю.
PANAVISION FESDERA 21300 VICTORY BLVD.	1; 3131	EMO, LLC		.*			SEE ITEM 11)	<del></del>	
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WOODLAND HILLS, CA	91307	2002				N00014-10-0			
CODE	CAME	Y CODE		<u></u>		10B. DATED	(SEE ITEM 13	)	
326T5	PACILI	TODE				21 September	r 2010		
02010	<u></u>	11. THIS	TEM ONLY APPLIES	TO AMENDMENTS OF	SOLICIT				<del></del>
						<del></del>	<del></del>		
The above numbered solic	itation is a	mended as s	et forth in item 14. The	hour and date specified	for recei	pt of Offers 🔲	is extended [	is not exten	ded.
		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	···		<u></u>				
Offers must acknowledge rece completing items 8 and 15, and	iplofithes	amendment p	nor to the hour and dat	a specified in the solicity	ation or as	amended, by	on of the follow	ing methods:	(a) By
By separate letter or telegram:									
RECEIVED AT THE PLACE D	ESIGNAT	ED FOR THE	RECEIPT OF OFFER	S PRIOR TO THE HOU	R AND D	ATE SPECIFIE	D MAY RESUL	TIN REJEC	TION OF
YOUR OFFER. If by virtue of t	this amen	dmant you de	sire to change an offer	already submitted, such	change r	nay be made b	y t <del>ologra</del> m or k	alter, provider	d each
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SEE THE ATTACHED F				ODIFICATIONS OF C	ONTRAC	TS/ORDERS			
		IT MODE	FIES THE CONTRACT	ORDER NO. AS DESC	RIBED I	TEM: 14.			
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B. THE ABOVE NUMBER							ich as changes	in paying of	fice,
appropriation data, etc.) S	EIFUN	IM IN FEMALE	F, PURSUANI IO INC	AUTHORITY OF PAR	43.1U3(D)	•			
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C. SUPPLEMENTAL AGE				DAUTHORITY OF:					
D. OTHER (Specify type							<del></del>	<del> </del>	<del></del>
This modification is i	ssued p	cursuant to	FAR 43.103(b) Un	ilateral Modification	and FA	NR 52.232-2	2 "Limitation	of Funds"	
E. IMPORTANT: Contractor	is not,	is require	d to sign this document	and return O copies to	the issuin	g office.			
14. DESCRIPTION OF AMENI	OMENT/N	ODIFICATION	N (Organized by UCF s	ection headings, includi	ng soliciti	tion/contract s	ubject matter w	here feasible	.)
			·			«\». «	D (m m:	**************************************	
The purpose of this modi			increment of funding	in the amount of \$2,0	154.00 to	naly luna the	Base (CLIN	0001) unde	r
contract number N00014-1	U-U-U240	o.							
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(Signature of person authorize	d to sign)		<u> </u>	(Signature of Contract	ng Otho	97)	ANDARO	Marketta -	0.00
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10.00 to 10.00 to 10.00 lo 00	7						Anna Maria Anna	- · ·	

4. EXCEPT AS PROVIDED HEREIN, ALL OTHER TERMS AND CONDITIONS OF CONTRACT NUMBER N00014-10-C-0246 REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.

Contract Number: N00014-10-C-0246

Modification Number: P00001

## EFFECTIVE AS THE DATE OF THIS MODIFICATION:

- The funds cited on the attached Financial Accounting Data Sheet is hereby made available for the performance of this contract.
- 2. Section B, entitled "Supplies or Services and Prices/Cost" to read as follows:

## SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	BASE The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.			\$646,054.00
	000101 ACRN AA: \$ 0000 000102 ACRN AB: \$ 0000 000103 ACRN AC: \$ 0000			
0002	Option I  The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and	162111	(b) (4)	\$2,824,177.00
	data in accordance with Exhibit A.  Option II			
0003	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.	(4114)		\$8,564,545.00
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
CONSIL	ESTIMATED CONTRACT DERATION:	2013	801(4) 22 3	\$646,054.00

NSP = Not Separately Priced.

3. As a result of this modification Section G, paragraph 1.3 entitled "Allotment of Funds" is removed in its entirety.

Contract Number: N00014-10-C-0246

Modification Number: P00001

1. CONTRACT MUNICIPA (CHITICAL)	(CMITCAL)	2. SPIN (CRITICAL) 3. MOD (CRITICAL) 4. PPR NUMBER 1.1 DEGREE 1.1	3		S. MOD (C)	ATOTE 2			A PRINCES	77 NUMBER 11 DR03941-00	٤						
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ONR AWARD FORM (1000) - varion 1.1

AMENDMENT	OF SOLI	CITATION/MOD	FICATION OF	CONTRACT	CONTRACT ID COD	E	PAGE OF PAGE
2. AMENDMENT/MODIFICA P00002	TON NO.	3. EFFECTIVE D		4. REQUISITION/PURC 11PR03931-02/NAVE	HASE REG. NO	5. PROJECT N.A.	NO. (If applicable)
6. ISSUED BY	CODE	N00014		7. ADMINISTERED BY			CODE S0512A
OFFICE OF NAVAL RESEAT ONR 251 Timothy Ward (70) E-mail: fimothy,j,ward.ctr@n 875 North Randolph Street, 6 Arlington VA 22203-1995	8) 696-4713 avv.mil		AT	DCMA LOS ANGELES P.O. BOX 9608 MISSION HILLS, CA 9		SCD-C	
8. NAME AND ADDRESS OF PANAVISION FEDERA 21300 VICTORY BLVD SUITE 840 WOODLAND HILLS, C. CODE 326T5	L; SYST · A 91367-	EMS, LLC	, county, State and	, -	N.A. 9B. DATED (  10A. MODIFI  NO.  N00014-10-0	-0246 (SEE ITEM 13)	DNTRACT/ORDER
		11. THIS ITEM	ONLY APPLIES	TO AMENDMENTS OF 8			
Offers must acknowledge recompleting items 8 and 15, at By separate letter or telegram RECEIVED AT THE PLACE I YOUR OFFER. It by virtue or telegram or letter makes refer 12. ACCOUNTING AND APPISEE THE ATTACHED (3-)  (3-) A. THIS CHANGE ORD ORDER NO. IN ITEM 10	nd returning which includes the control of this ement ence to the ROPRIATI	copies of the udes a reference to ED FOR THE REcoment you desire to esolicitation and the ON DATA (if required). THIS ITEM AP	amendment; (b) By o the solicitation and DEIPT OF OFFERS to change an offer a his amendment, and red) ING DATA (FA) PLIES ONLY TO NOTHER CONTRACT/	Acknowledging receipt of demendment numbers. The HOUR already submitted, such a discretived prior to the object of the Control	If the amendment on a FAILURE OF YOUR A AND DATE SPECIFIE hange may be made b pening hour and data: TRACTS/ORDERS IBED ITEM 14.	ach copy of the CKNOWLEDGI D MAY RESUL y telegram or les specified.	offer submitted; or I MENT TO BE T IN REJECTION C Iter, provided each
B. THE ABOVE NUMBE	HED CON			EFLECT THE ADMINISTR AUTHORITY OF FAR 43		uch as changes	in paying office,
the Contract  E. IMPORTANT: Contractor	ER THAN of modific issued p	FULL AND OPEN ation and authority ursuant to FAF	COMPETITION:  7)  7)  7)  8)  43.103(b) "Un	ilateral Modification	e issuing office.		
14. DESCRIPTION OF AME! The purpose of this modific number N00014-10-C-024	cation is t	•	•				•
Except as provided herein, at effect.  15A. NAME AND TITLE OF S			document reference	16A. NAME AND TITLE Kenes	OF CONTRACTING C	FFICEA (Type	
15B. CONTRACTOR/OFFER	OR	150	D. DATE SIGNED	CONT	BACTING OFFICE	EP	16C. DATE SIGNED
(Signature of person authoriz SN 7540-01-152-8070 PREVIOUS EDITION UNUS/ NAVOCNR OVERPRINT (3-6	BLE				ST Pre	ANDARD FORM escribed by GSA R (48 CFR) 53.	

## EFFECTIVE AS THE DATE OF THIS MODIFICATION:

- 1. Option I (CLIN 0002) is hereby exercised in the amount of \$2,824,177.00.
- 2. The funds available for the performance of this contract are increased by the amount set forth in the attached Financial Accounting Data sheets.
- 3. Section B, entitled "Supplies or Services and Prices/Cost" to read as follows:

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	BASE The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.	(2)(1/4)		\$646,054.00
	000101 ACRN AA: 000102 ACRN AB: 000103 ACRN AC; 000103 ACRN ACRN AC; 000103 ACRN ACRN AC; 000103 ACRN ACRN ACRN ACRN ACRN ACRN ACRN ACRN			
	Option I			
0002	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.  000101 ACRN AD: 100.131	(5) (4)	<b>使</b> 分集 1	\$2,824,177.00
	900102 ACRN AC: 1000			
	Option II			
0003	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.			\$8,564,545.00
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
TOTAL	ESTIMATED CONTRACT	(3) (a)	(5) (4)	\$3,470,231.00

Contract Number: N00014-10-C-0246 Modification Number: P00002

- 4. In Section F entitled "Deliveries or Performance" is hereby deleted and revised as follows:
  - 1. The Research effort performed under CLIN 0001 shall be conducted from date of contract award (21 Sept 2010) through six (6) months thereafter.
  - 2. The research effort performed under Option I (CLIN 0002) shall be conducted during the period from the effective date of the option exercise through twenty-four (24) months.
  - 3. If Option II is exercised, the research effort performed under CLIN 0003 shall be conducted during the period from the effective date of the option through thirty (30) months thereafter.
  - 4. CLIN 0004 shall be delivered F.O.B. Destination to the Program Officer at the address stated in paragraph 4 below.
  - 5. CLIN 0005 shall be delivered F.O.B. Destination to the Program Officer at the address stated in paragraph 6 below.
  - 6. Distribution, consignment and marking instructions for all reports and data shall be F.O.B. Destination in accordance with Enclosure Number 1 of Exhibit A. The address for the cognizant Program Officer is as follows:

Naval Research Laboratory (NRL) Maritime Sensing Section Attn: Jonathan Nichols, Code: 5673 4555 Overlook Avenue Washington, DC 20375

Ref: Contract N00014-10-C-0246

- 5. In Section G, paragraph 1.3 entitled "The Allotment of Funds" clause is revised to read as follows:
  - (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$3,470,231.00; including an estimated cost of the contract will not exceed a total amount of an advantage of the contract will not exceed a total amount of \$3,470,231.00; including an estimated cost of the contract will not exceed a total amount of \$3,470,231.00; including an estimated cost of the contract will not exceed a total amount of \$3,470,231.00; including an estimated cost of the contract will not exceed a total amount of \$3,470,231.00; including an estimated cost of the contract will not exceed a total amount of \$3,470,231.00; including an estimated cost of the contract will not exceed a total amount of \$3,470,231.00; including an estimated cost of the contract will not exceed a total amount of \$3,470,231.00; including an estimated cost of the contract will not exceed a total amount of \$3,470,231.00; including an estimated cost of the contract will not exceed a total amount of \$4,000,000.00; including an estimated cost of the contract will not exceed a total amount of \$4,000,000.00; including an estimated cost of the contract will not exceed a total amount of \$4,000,000.00; including an estimated cost of the contract will not exceed a total amount of \$4,000,000.00; including an estimated cost of the contract will not exceed a total amount of \$4,000,000.00; including an estimated cost of the contract will not exceed a total amount of \$4,000,000.00; including an estimated cost of the contract will not exceed a total amount of \$4,000,000.00; including an estimated cost of \$4,000,000.00; including a superior
  - (b) It is hereby understood and agreed that CLIN 0001 has been fully funded.
  - (c) It is hereby understood and agreed that CLIN 0002 will not exceed a total amount of \$2,824,177.00; including an estimated cost of the state of t

Contract Number: N00014-10-C-0246

Modification Number: P00002

allotted of will cover the period from date of award through two (2) months thereafter.

- 6. This modification increases the estimated cost by 1975 from 1976 from 197
- 7. EXCEPT AS PROVIDED HEREIN, ALL OTHER TERMS AND CONDITIONS OF CONTRACT NUMBER N00014-10-C-0246 REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.

Contract Number: N00014-10-C-0246 Modification Number: P00002

## FINANCIAL ACCOUNTING DATA SHEET - NAVY

1. CONTRACT	NUMBER (CRITI	CAL)	2. SPIBN (CRIT			3. MOD				4. PR NIM	ER SIT				٦	
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AMENDMENT OF SOL	CITATION/MODIFICATION OF	"?# 184 T LP A C * T	CONTR D0-C9(I	ACT ID COD	E	PAGE OF PAGES
2. AMENDMENT/MODIFICATION NO.		4. REQUISITION/PURCH	ASE R		5. PROJECT	NO. (If applicable)
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6. ISSUED BY CODE	N00014	7. ADMINISTERED BY (#	other fi	han item 6)	SCD-C	CODE S0512A
OFFICE OF NAVAL RESEARCH ONR 251 KENESHA Y. HARGRAV E-mail: Kenesha.y.hargrave@navy 875 North Randolph Street, Suite O Arlington VA 22203-1995	.mil	DCMA LOS ANGELES P.O. BOX 9608 MISSION HILLS, CA 9134	46- <del>9</del> 608	<u> </u>	500-0	
8. NAME AND ADDRESS OF CONTRA	CTOR (No., street, county, State and	ZiP Code)	(3)	9.A. AMENDI	MENT OF SOLI	CITATION NO.
PANAVISION FEDERAL SYSTEMS, LL 21300 VICTORY BLVD. SUITE 840 WOODLAND HILLS, CA 91367-2602		PRO BY		N.A. 9B, DATED (I 10A. MODIFII NO. NO0014-10-C	SEE ITEM 11) CATION OF CO	NTRACT/ORDER
CODE FACILIT	Y CODE	V.7.14		21 SEPTEME		
326T5						
	11. THIS ITEM ONLY APPLIES	TO AMENDMENTS OF SO	LICITA	TIONS		
Offers must acknowledge receipt of this completing items 6 and 15, and returning By separate letter or telegram which incl RECEIVED AT THE PLACE DESIGNAT YOUR OFFER. If by virtue of this amen telegram or letter makes reference to the 12. ACCOUNTING AND APPROPRIATI	coples of the amendment; (b) B udes a reference to the solicitation ar ED FOR THE RECEIPT OF OFFER; diment you desire to change an offer a solicitation and this amendment, an	y acknowledging receipt of the ad amendment numbers. FA S PRIOR TO THE HOUR AN already aubmitted, such cha	the ame AILURE ND DAT Inge me	ndment on ea OF YOUR A E SPECIFIED IV be made by	sch copy of the o CKNOWLEDGA D MAY RESULT y telegram or let	offer submitted; or (c) MENT TO BE IN REJECTION OF
	3. THIS ITEM APPLIES ONLY TO N	IN/A IODIFICATIONS OF CONT	RACTS	VORDERS	· ·	
	IT MODIFIES THE CONTRACT/	ORDER NO. AS DESCRIB	ED ITE	M 14.		
(3) A.,THIS CHANGE ORDER IS ISSU ORDER NO. IN ITEM 10A.  B. THE ABOVE NUMBERED CON appropriation data, etc.) SET FORT	TRACT/ORDER IS MODIFIED TO RI 'H IN ITEM 14, PURSUANT TO THE	FLECT THE ADMINISTRA	TIVE C			
AUTHORITY FOR OTHER THAN I		AUTHORITY OF:				
D. OTHER (Specify type of modification FAR 43.103(b) Unilatera						
E. IMPORTANT: Contractor is not.		and return 2 copies to the is	BUINI (	office		····
14. DESCRIPTION OF AMENDMENTM The purpose of this modification is to Contract Number N00014-10-C-024	ODIFICATION (Organized by UCF so to incorporate Department of Defe	ection headings, including a	oliciteti	on/contract su		
Except as provided herein, all terms and effect.  15A. NAME AND TITLE OF SIGNER (7)	pa or print)	ed in item 9A or 10A, as hen 16A. NAME AND TITLE O Kenesha	FCON	TRACTING O		
ALLEN SAUCK, DIRECT	or of finance			VG OFFK	CER	
15B RONTHACTOR OFFEROR	15C, DATE SIGNED	16R UNITED STATES OF	AME	CA OFFI		6C. DATE SIGNED
	9 MARCH 2011	4				JIIIAVIII
(Signature of person authorized to sign) SN 7540-01-152-8070		10 30-105		gri.	ANDARD FORM	30 (REV. 10-83)
PREVIOUS EDITION UNUSABLE		VW:199			scribed by GSA	

NAVOCNR OVERPRINT (3-88)

FAR (48 CFR) 53.243

 Section I (B), entitled "ADDITIONAL FAR AND DFARS CLAUSES" is revised to include the following Defense Acquisitions Regulation Clauses (DFAR) as a result of the inclusion of the Form DD 254 to the contract:

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X	FAR 52.204-2	Security Requirements (Aug 1996) (Applicable If Contract Will Generate Or Require Access To Classified Information And DD Form 254, Contract Security Classification Specification, Is Issued To The Contractor)
X	DFARS 252.204-7000	Disclosure of Information (DEC 1991) (Applies when Contractor will have access to or generate unclassified information that may be sensitive and inappropriate for release to the public)
Х	DFARS 252.204-7005	Oral Attestation of Security Responsibilities (NOV 2001) (Applicable if FAR 52.204, Security Requirements applies)
X	DFARS 252.223-7004	Drug-Free Work Force (SEP 1988) (Applicable (a) if contract involves access to classified information: or (b) when the Contracting Officer determines that the clause is necessary for reasons of national security or for the purpose of protecting the health or safety of performance of the contract.
X	FAR 52,227-10	Filing of Patent Applications – Classified Subject Matter (DEC 2007) (Applicable to solicitations and contracts where the work reasonably might result in a patient application containing classified subject matter and when the contract includes a DD254)

- 2. Section J, entitled "List of Attachments" is deleted in its entirety and replaced with the following:
- 1. EXHIBIT A entitled "Contract Data Requirements List" (DD Form 1423) 7 Pages with Enclosure Number 1, entitled "Contract Data Requirements List Instructions for Distribution."
  - 2. Attachment Number 1, Statement of Work entitled "Modular Photonic Mast Housing" 8 Pages.
  - 3. Attachment Number 2, entitled "Individual Subcontracting Plan 8 Pages.
  - 4. Attachment Number 3, entitled "Department of Defense Contract Security Classification Specification" 3 pages
  - 5. Attachment Number 4, entitled "Report Documentation Page" (SF 298) 1 Page.
  - 6. Attachment Number 5, entitled "Financial Accounting Data Sheet" 4 Pages.

This modification makes no change to the Total Estimated Contract Consideration of this contract. This modification makes no change to the Total Estimated Cost & Fixed Fee of this contract.

All other terms and conditions remain unchanged.

Contract Number: N00014-10-C-0246

P00003

#### 1. CLEARANCE AND SAFEGUARDING SER:026-11 DEPARTMENT OF DEFENSE FACILITY CLEARANCE REQUIRED **CONTRACT SECURITY CLASSIFICATION SPECIFICATION** SECRET (The requirements of the DoD Industrial Security Manual apply b. LEVEL OF SAFEGUARDING REQUIRED to all security aspects of this effort.) SECRET 2. THIS SPECIFICATION IS FOR: (X and complete as applicable) 3. THIS SPECIFICATION IS: (X and complete as applicable) a. PRIME CONTRACT NUMBER DATE (YYYYMMDD) a. ORIGINAL (Complete date in all cases) N00014-10-C-0246 20101216 b. SUBCONTRACT NUMBER REVISION NO. REVISED DATE (YYYYMMDD) (Supersedes all previous specs) c. SOLICITATION OR OTHER NUMBER DUE DATE (YYYYMMDD) DATE (YYYYMMOO) c. FINAL (Complete Item 5 in all cases) 4. IS THIS A FOLLOW-ON CONTRACT? YES NO. If Yes, complete the following: Classified material received or generaled under (Preceding Contract Number) is transferred to this follow-on contract. 5. IS THIS A FINAL DD FORM 254? YES NO. If Yes, complete the following: in response to the contractor's request dated , relention of the classified material is authorized for the period of 6, CONTRACTOR (Include Commercial and Government Entity (CAGE) Code) e. NAME, ADDRESS, AND ZIP CODE b. CAGE CODE c. COGNIZANT SECURITY OFFICE (Name, Address, and Zip Code) 326T5 Panavision Federal Systems, LLC Defense Security Service (IOFWP) 21300 Victory Blvd., Suite 840 3452 E. Foothill Boulevard, Suite 524 Woodland Hills, CA 91367-2602 Pasadena, CA 91107-3142 7. SUBCONTRACTOR a. NAME, ADDRESS, AND ZIP CODE b. CAGE CODE | c. COGNIZANT SECURITY OFFICE (Name, Address, and Zip Code) N/A N/A 8. ACTUAL PERFORMANCE a. LOCATION c. COGNIZANT SECURITY OFFICE (Name, Address, and Zip Code) b. CAGE CODE N/A N/A 9. GENERAL IDENTIFICATION OF THIS PROCUREMENT Develop a modular mast housing for the next generation photonics mast as well as provide both infrared and visible panoramic imaging capability. YES NO 11. IN PERFORMING THIS CONTRACT, THE CONTRACTOR WILL: 10. CONTRACTOR WILL REQUIRE ACCESS TO: YES NO HAVE ACCESS TO CLASSIFIED INFORMATION ONLY AT ANOTHER CONTRACTOR'S FACILITY OR A GOVERNMENT ACTIVITY $\overline{\mathbf{x}}$ 8. COMMUNICATIONS SECURITY (COMSEC) INFORMATION b. RECEIVE CLASSIFIED DOCUMENTS ONLY b. RESTRICTED DATA c. RECEIVE AND GENERATE CLASSIFIED MATERIAL c. CRITICAL NUCLEAR WEAPON DESIGN INFORMATION d. FABRICATE, MODIFY, OR STORE CLASSIFIED HARDWARE d. FORMERLY RESTRICTED DATA e. PERFORM SERVICES ONLY e, INTELLIGENCE INFORMATION HAVE ACCESS TO U.S. CLASSIFIED INFORMATION OUTSIDE THE U.S., PUERTO RICO, U.S. POSSESSIONS AND TRUST TERRITORIES × (1) Sensitive Compenimented Information (SCI) P BE AUTHORIZED TO USE THE SERVICES OF DEFENSE TECHNIC CENTER (DTIC) OR OTHER SECONDARY DISTRIBUTION CENTER (2) Non-SCI h. REQUIRE A COMSEC ACCOUNT f. SPECIAL ACCESS INFORMATION L HAVE TEMPEST REQUIREMENTS g. NATO INFORMATION J. HAVE OPERATIONS SECURITY (OPSEC) REQUIREMENTS h. FOREIGN GOVERNMENT INFORMATION $\overline{\mathsf{x}}$ K. BE AUTHORIZED TO USE THE DEFENSE COURIER SERVICE I. LIMITED DISSEMINATION INFORMATION J. OTHER (Specify) х J. FOR OFFICIAL USE ONLY INFORMATION Item 11.g: Submit requests to official listed in Item 16.a. k. OTHER (Specify)

12. PUBLIC RELEASE. Any information (classified or				
by the Industrial Security Manual or unless it has been	approved for public release	s by appropriate U.S. Gover	nment authority. Pro	posed public releases shall
be submitted for approval prior to release	Direct X Thre	ough (Specify)		
} }				
Office of Naval Research, Michael Duncan, C	NR Code 312, One Lib	erty Center, 875 N. Ran	dolph Street, Arli	ngton, VA 22203-1995
to the Directorate for Freedom of Information and Sec	t ant to earth) welvest viint	esistant Secretary of Defen	eo (Dublic Affaire)* f	or waytein
"In the case of non-DoD User Agencies, requests for	fisclosure shall be submitte	d to that agency.	and to mondy money	2 (2),04)
13. SECURITY GUIDANCE. The security classification	n midance reeded for this	classified affect is Identified	halow If any difficul	by is appoundered in social at this
guidance or if any other contributing factor indicates a	need for changes in this gu	idance, the contractor is au	horized and encoure	ided to blookide tecommended.
changes; to challenge the guidance or the classification	n assigned to any informatic	on or material furnished or o	enerated under this	contract: and to submit any
questions for interpretation of this guidance to the offic highest level of classification assigned or recommende	al identified below. Pendin id. (Fill in as anomydata fo	ig final decision, the informa other decelled effort. Affect	tion involved shall be	nanded and protected at the
documents/guides/extrects referenced herein. Add ad	ditional pages as needed k	) provide complete quidence	1, G. 101##### 51### 5	ebarera (xuraalydridence, arry
			•	
** Information generated under this contract:				
(Revised 13 JAN 98). Further classification	guidance will be prov	vided as necessary by	the Program Of	ficer.
	-		-	
1 Degrees were well and distribution who	(1 <b>b.</b>	at har the Day OC	· ·	
Document preparation and distribution shall	· ··			;
<ol><li>Forward copies of any subcontractor DD25</li></ol>	4's issued incident to	this contract to the of	ficial shown in	item 16.a below.
3. The attached FOUO Information Sheet is h	ereby made a part of	this DD 254.		1
4. To obtain documentation/information subm	•			
	at tedacora m outertar	natod in 10.4 pelow.		
				+
				:
Program Officer:				
Office of Naval Research				
i .				
Michael Duncan, ONR Code 312				
One Liberty Center				
875 N. Randolph Street				!
•				
Arlington, VA 22203				
, ·				
14. ADDITIONAL SECURITY REQUIREMENTS. R	aquirements, in addition to	ISM requirements, are esta	blished for this contr	act Yes X No
(If Yes, identify the pertinent contractual clauses in the	contract document itself, or	provide an appropriate stat	ement which identific	
requirements. Provide a copy of the requirements to th	e cognizani security office.	Use Item 13 if additional sp	ace is needed.)	
				i
				<del>-</del>
15. INSPECTIONS. Elements of this contract are outside	le the inspection responsib	ility of the coonizant security	office	Yes X No
(If Yes, explain and identify specific areas or elements				
4				4,
				,
•				
16. CERTIFICATION AND SIGNATURE. Security r	entificaments stated he	rein are complete and	adequate for safe	equarding the classified
information to be released or generated under	•	-	•	
a. TYPED NAME OF CERTIFYING OFFICIAL	b. TiTLE	All dansing alter be		EPHONE (Include Area Code)
B. TIPED NAME OF CERTIFIENG OFFICIAL	D.		G. 164	EPRONE (MCDOS AISS CODS)
Diana Pacheco [diana.pacheco@navy.mil]	Contracting Offic	er for Security Matte	re	(703) 696-8177
	Contracting Office	on tot boomity man	.	(103) 090-0177
d. ADDRESS (Include Zip Code)	<del></del>	17. REQUIRED DIST	RIBUTION	······································
Office of Naval Research		X a. CONTRACTOR	<del></del>	
One Liberty Center, 875 N. Randolph Street		<del>]                                    </del>		
		b. SUBCONTRACTI		
Arlington, VA 22203-1995		o. COGNIZANT SEC	URITY OFFICE FOR P	RIME AND SUBCONTRACTOR
a SIGNATURE	<del></del>	d. U.S. ACTIVITY R	ESPONSIBLE FOR OV	erseas security administration
(FBS)		e, ADMINISTRATIV	CONTRACTING OFF	ICER
		h		
		X 1. OTHERS AS NEC	ESSARY ONR 321.	43, 25

#### Contract #: N00014-10-C-0246

#### "FOR OFFICIAL USE ONLY" (FOUO) INFORMATION SHEET"

#### 1. General

- a. The "For Official Use Only" (FOUO) marking is assigned to information at the time of its creation by a DoD Agency. It is not authorized as a substitute for a security classification marking but is used on official government information that may be withheld from the public under exemptions 2 through 9 of the Freedom of Information Act.
- b. Use of the FOUO marking does not mean that the information cannot be released to the public, only that it must be reviewed by the Government prior to its release to determine whether a significant and legitimate government purpose is served by withholding the information or portions of it.

#### Identification Markings

- a. An unclassified document containing FOUO information will be marked "For Official Use Only" at the bottom of the front cover (if any), on the first page, on each page containing FOUO information, on the back page, and on the outside of the back cover (if any). No portion markings will be shown.
- b. Within a classified document, an individual page that contains both FOUO and classified information will be marked at the top and bottom with the highest security classification of information appearing on the page. If an individual portion contains FOUO information but no classified information, the portion will be marked "FOUO."
- c. Any "For Official Use Only" information released to a contractor by a DoD Agency is required to be marked with the following statement prior to transfer:

# This document contains information EXEMPT FROM MANDATORY DISCLOSURE under the FOIA. Exemption(s) \_\_\_\_\_apply.

- d. Removal of the "For Official Use Only" marking can only be accomplished by the originator or other competent authority. When the "For Official Use Only" status is terminated, all known holders will be notified to the extent practical.
- 3. <u>Dissemination</u>. Contractors may disseminate "For Official Use Only" information to their employees and subcontractors who have a need for the information in connection with a classified contract.
- 4. <u>Storage</u>. During working hours, "For Official Use Only" information shall be placed in an out-of-sight location if the work area is accessible to persons who do not have a need for the information. During nonworking hours, the information shall be stored to preclude unauthorized access. Filing such material with other unclassified records in unlocked files or desks is adequate when internal building security is provided during nonworking hours. When such internal security control is not exercised, locked buildings or rooms will provide adequate after-hours protection or the material can be stored in locked receptacles such as file cabinets, desks, or bookcases.
- 5. <u>Transmission</u>. "For Official Use Only" information may be sent via first-class mail or parcel post. Bulky shipments may be sent by fourth-class mail.
- 6. <u>Disposition</u>. When no longer needed, FOUO information may be disposed of by tearing each copy into pieces to preclude reconstructing, and placing it in a regular trash container or as directed by the DoD Agency.
- 7. <u>Unauthorized Disclosure</u>. Unauthorized disclosure of "For Official Use Only" information does not constitute a security violation but the releasing agency should be informed of any unauthorized disclosure. The unauthorized disclosure of FOUO information protected by the Privacy Act may result in criminal sanctions.

AMENDMENT O	SOLI	CITATION/M	ODIFICATION OF (	CONTRACT	CONT Do-C9	RACT ID COD	E	PAGE C	DF PAGES
2. AMENDMENT/MODIFICATIO	N NO.	3. EFFECTIVI	E DATE	4. REQUISITION/PU		1, 1	5, PROJECT	NO. /if an	
P00004		SEE BLOCK	· · · · · · · · · · · · · · · · · · ·	11PR03931-04/ 10			N.A.		,
6. ISSUED BY		N00014		7. ADMINISTERED (		than item 6)	SCD-C	CODE	S0512A
OFFICE OF NAVAL RESEA ONR 251 KENESHA Y. HAR E-mail: Kenesha.y.hargrave 875 North Randolph Street, \$ Arlington VA 22203-1995	GRAVI Øπavy.	mil	3345	DCMA LOS ANGELE P.O. BOX 9608 MISSION HILLS, CA		8		. <del></del>	<u> </u>
8. NAME AND ADDRESS OF C	ONTRAC	CTOR (No., str	eet, county, State and	ZIP Code)	(/)	I9.A. AMEND	MENT OF SOL	ICITATION	I NO.
PANAVISION FEDERAL SYSTE 21300 VICTORY BLVD. SUITE WOODLAND HILLS, CA 91367-	MS, LL0 840	C	MANA VA	an oode,		N.A. 9B. DATED ( 10A. MODIFI NO. N00014-10-C	SEE ITEM 11) CATION OF CO	DNTRACT	
CODE	FACILIT	Y CODE				21 SEPTEME		,	
326T5					İ				
		11. THIS I	TEM ONLY APPLIES	TO AMENDMENTS O	F SOLICIT	ATIONS			
Offers must acknowledge receip completing items 8 and 15, and 8y separate letter or telegram with RECEIVED AT THE PLACE DETYOUR OFFER. If by virtue of the telegram or letter makes referen	t of this returning tich incl SIGNAT is amen	amendment pr copies of t udes a referen ED FOR THE ament you des	ior to the hour and dat the amendment; (b) B ce to the solicitation ar RECEIPT OF OFFERS ire to change an offer	a specified in the solicity acknowledging received amendment numbers PRIOR TO THE HOLDING SUCCESTRENCY SUCCES	tetion or as pt of the an rs. FAILUF UR AND DA th change n	amended, by nendment on e E OF YOUR A TE SPECIFIE nay be made b	on of the follow ach copy of the CKNOWLEDG D MAY RESUL y telegram or le	ing method offer subn MENT TO TIN REJE	ds: (a) By nitted; or (c) BE ECTION OF
12. ACCOUNTING AND APPRO				a to received prior to a	to operating	ilous cira aqua	<del>opodinou.</del>		
			, ,	N/A					
	1	3. THIS ITEM	APPLIES ONLY TO N		CONTRAC	IS/ORDERS	· · · · · · · · · · · · · · · · · · ·		
(/) A. THIS CHANGE ORDER ORDER NO. IN ITEM 10A.  B. THE ABOVE NUMBERS appropriation data, etc.) SE	D CON	ED PURSUAN	R IS MODIFIED TO R	Iy) THE CHANGES S	ET FORTH STRATIVE	IN ITEM 14 A			
Lapropriation data, otor, or		** 19 * 1 ***	,			•			
C. SUPPLEMENTAL AGRI	THAN I	FULL AND OP	EN COMPETITION:	O AUTHORITY OF:					
D. OTHER (Specify type of FAR 43.103(b) Ur	ilatera	l Modificatio	n		· · · · · · · · · · · · · · · · · · ·				
E, IMPORTANT: Contractor	is not,	is required	to sign this document	and return 2 copies to	the issuing	office.	uhlaat mattas u	haro foori	to b
The purpose of this modificat government.									<i>5</i> 10.,
Except as provided herein, all te effect.  15A. NAME AND TITLE OF SIG			the document reference	16A. NAME AND TIT	rLE OF CO lesha Y.	· · ·	OFFICER (Type		ull force and
15B. CONTRACTOR/OFFEROR	₹		15C. DATE SIGNED	16B. UNIXED STATI			<del>/[]</del>	16C. DATI	E SIGNED
				вү				3/14	lac!
(Signature of person authorized	to sign)			(Signa				~	10-11
SN 7540-01-152-8070 PREVIOUS EDITION UNUSABI NAVOCNR OVERPRINT (3-88)	Æ.			30-105		Pro	ANDARD FOR escribed by GS JR (48 CFR) 53	A	7. 10-83)

1. Section B, entitled "Supplies or Services and Prices/Cost" is revised to read as follows:

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	BASE The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.	(6), (4)		\$646,054.00
	000101 ACRN AA: (8) (8) 000102 ACRN AB: (8) 000103 ACRN AC: (7)			
0002	Option I  The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.	ib: (4)		\$2,824,177.00
	000201 ACRN AD: 000202 ACRN AC:			
0003	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.	(D) # 17 1 1 1 1 1		\$8,564,545.00
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
	ESTIMATED CONTRACT DERATION:			\$646,054.00

NSP = Not Separately Priced.

All other terms and conditions remain unchanged.

Contract Number: N00014-10-C-0246

P00004

AMENDMENT OF SQI	LICITATION	ODIFICATION OF C	ONTRACT	D0-C9(	HACH ID COD! 'U)	<b>=</b>	PAGE 1	UF PAGES
AMENDMENT/MODIFICATION NO			4. REQUISITION/PURC			5. PROJECT	NO. (if a	
00005 ISSUED BY CODE	SEE BLOCK		11PR03931-05 / NAV			N.A.	COSE	005404
1550ED BY CODE	N00014		7. ADMINISTERED BY (	ii oaner i	nan kem oj	SCD-C	CODE	S0512A
FFICE OF NAVAL RESEARCH INR 251 KENESHA Y. HARGRA -mail: Kenesha.y.hargrave@nav 75 North Randolph Street, Suite rlington VA 22203-1995	y.mil	5345	DCMA LOS ANGELES P.O. BOX 9608 MISSION HILLS, CA 913	346-9601	3			
NAME AND ADDRESS OF CONTR	ACTOR (No., st	reet, county, State and	ZIP Code)	(V)	9.A. AMENDN	MENT OF SOLI	CITATIO	N NO.
ANAVISION FEDERAL SYSTEMS, I 1990 VICTORY BLVD. SUITE 840 /OODLAND HILLS, CA 91367-2602		NOTAL.			NO. N00014-10-C	CATION OF CO		T/ORDER
t t	ITY CODE			1	21 SEPTEMB			
26T5				]				
	11. THIS I	TEM ONLY APPLIES T	O AMENDMENTS OF S	OLICITA	TIONS			
The above numbered solicitation is flers must acknowledge receipt of the ampleting items 8 and 15, and return y separate letter or telegram which in ECEIVED AT THE PLACE DESIGNATION OUR OFFER. If by virtue of this amplegram or letter makes reference to 12, ACCOUNTING AND APPROPRIA	s amendment p ng copies of cludes a referer ATED FOR THE andment you des the solicitation al	nor to the hour and data the amendment; (b) By noe to the solicitation an RECEIPT OF OFFERS sire to change an offer a nd this amendment, and	a specified in the solicitation acknowledging receipt of diamendment numbers, SPRIOR TO THE HOUR already submitted, such ci	on or as if the am FAILUR AND DA hange m	amended, by o endment on ea E OF YOUR A TE SPECIFIED by be made by	on of the follow sch copy of the CKNOWLEDG D MAY RESUL telegram or le	ing metho offer sub MENT TO T IN REJ	ods: (a) By mitted; or (c) DBE ECTION OF
	•	•		TA/E	AD) SHEET	e		
St	HE ALL/	ACHED HIVANCIA	L ACCOUNTING DA	VTRACT	S/ORDERS	5	····	
	IT MODIE	RESITHE CONTRACT/	ORDER NO. AS DESCR	IBED IT	EM 14.			
A. THIS CHANGE ORDER IS IS: ORDER NO. IN ITEM 10A.  B. THE ABOVE NUMBERED CO appropriation data, etc.) SET FO	NTRACT/ORDS	R IS MODIFIED TO RE	FLECT THE ADMINIST	PATIVE				
C. SUPPLEMENTAL AGREEME			AUTHORITY OF:					·····
→ AUTHORITY FOR OTHER THAI  → D. OTHER (Specify type of modified)  → AUTHORITY FOR OTHER THAI  → AUTHORITY FOR OTHER  → AUTHORITY FOR						· · · · · · · · · · · · · · · · · · ·		··· <del></del> -
FAR 43.103(b) Unilate	ral Modificati	on; FAR 52.232-22						
. IMPORTANT: Contractor X is no							<del>,</del> ,	
4. DESCRIPTION OF AMENDMENT	MODIFICATION	N (Organized by UCF s	ection headings, i <b>n</b> cluding	g solicita	tion/contract si	ıbject matter w	nere reas	ibie.)
he purpose of this modification umber N00014-10-C-0246.	n is to provid	le an increment of t	funding to CLIN 0002	2 in the	amount of	\$75,000.00	under d	contract
xcept as provided herein, all terms a		the document reference			_			full force and
SA. NAME AND TITLE OF SIGNER	(Type or print)		16A. NAME AND TITLE Kene CON	sha Y. TRAC	Hargrave TING OFFI	CER	or print)	
5B. CONTRACTOR/OFFEROR		15C. DATE SIGNED	16B UNITED STATES (Up 16) E	OF AME	RICA		16C)DAT	l 30//
Signature of person authorized to sig	n)	<u>]</u>	Cognesial contraction	g Omeo				
N 7540-01-152-8070 REVIOUS EDITION UNUSABLE AVOCNR OVERPRINT (3-88)			30-105		Pre	ANDARD FOR escribed by GS R (48 CFR) 53	Α	v. 10-83)

- 1. The funds available for performance under this order are increased by the amount set forth in the attached FAD sheets.
- 2. Section B, entitled "Supplies or Services and Prices/Cost" is revised to read as follows:

## SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	BASE The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.			\$646,054.00
	000101 ACRN AA: (0) (4) 000102 ACRN AB: (0) (4) 000103 ACRN AC:			
0002	Option I  The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.  000201 ACRN AD:	(3) (4)		\$2,824,177.00
<u> </u>	000202 ACRN AC: 000203 ACRN AC: 000203			
<u></u>	Option II			
0003	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.		(5) (4).	\$8,564,545.00
	**Note: Before Exercising Option II a Chief of Naval Information (CHINFO) Announcement must be processed prior to option exercise.			
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with	*NSP	*NSP	*NSP

Contract Number: N00014-10-C-0246

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
	Software			
	ESTIMATED CONTRACT ERATION:		(6) (4)	\$3,470,231.00

NSP = Not Separately Priced.

3. Section G - Contract Administration Data subpart 1.3, entitled "Allotment of Funds" is hereby revised as follows:

#### 1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$3,470,231; including an estimated cost of \$3,470,231; and a fixed fee of \$3,470,231.
- (b) CLIN 0001 is fully funded.
- (c) It is hereby understood and agreed that CLIN 0002 will not exceed a total amount of \$2,824,177; including an estimated cost of the standard and a fixed fee of the standard and a fixed fee of the standard is \$325,000.00; including an estimated cost of the standard and a fixed fee of the standard is estimated that the amount allotted of the standard will cover the period from the standard of the of Option I through two (2) months.
- 4. All other terms and conditions of the above numbered contract including estimated cost and fixed fee remain unchanged and in full force and effect.

Contract Number: N00014-10-C-0246

AMENDMEN	IT OF SOLI	CITATIONA	ODIFICATION OF	CONTRACT	CONT D0-C9	RACT ID COL	DE	PAGE	OF PAGE
2. AMENDMENT/MODIFIC	ATION NO.	3. EFFECTIV	/E DATE	4. REQUISITION/PU		· ·	5. PROJEC	T NO //f a	nnilcable)
P00006		SEE BLOC		11PR03931-06 / N			N.A.	, not fire	opinoasioj
6. ISSUED BY	CODE	N00014	· · · · · · · · · · · · · · · · · · ·	7. ADMINISTERED 8			1.2.2.2.2.2.2.2.2.2.2.2.2.2.2.2.2.2.2.2	CODE	S0512A
OFFICE OF NAVAL RE ONR 251 KENESHA Y. E-mail: Kenesha.y.harg 875 North Randolph Str Arlington VA 22203-199	HARGRAV rave@navy cet, Suite C	.mil	5345	DCMA LOS ANGELE P.O. BOX 9608 MISSION HILLS, CA		В	SCD-C		
8. NAME AND ADDRESS	OF CONTRA	CTOR (No. st	treat county State and	1 7!P Code\	(1)	TO A AMENITY	MENT OF SO	LICITATIO	NNO
PANAVISION FEDERAL S 21300 VICTORY BLVD. S WOODLAND HILLS, CA 9	YSTEMS, LL UITE 840	-	•	777 9		N.A. 9B. DATED ( 10A. MODIFI NO. N00014-10-0	SEE ITEM 11) CATION OF (	ONTRAC	·
CODE	FACILI	YCODE				21 SEPTEM	(SEE 11516) 1. 3EE 2010	a)	
326T5		. 44			1	2.02	52112010		
	. 1	11. THIS	TEM ONLY APPLIES	TO AMENDMENTS O	F SOLICITA	ATIONS	<del></del>		<del></del>
Offers must acknowledge r completing items 8 and 15, By separate letter or telegring received at the PLAC YOUR OFFER. If by virtue telegram or letter makes re 12. ACCOUNTING AND A  (/) A. THIS CHANGE OF ORDER NO. IN ITEM  B. THE ABOVE NUM appropriation data, etc.	and returning am which income DESIGNAT of this amen ference to the PPROPRIATI SEE TOA.  BERED CON	coples of udes a referer ED FOR THE coment you desa solicitation a ON DATA (If / ETHE ATT/I3. THIS ITEM IT MODIFIED PURSUA	the amendment; (b) Ence to the solicitation a RECEIPT OF OFFER sire to change an offer and this amendment, ar required) ACHED FINANCIA I APPLIES ONLY TO FIES THE CONTRACT NT TO (Specify Authority) ER IS MODIFIED TO F	By acknowledging receiped amendment number is PRIOR TO THE HOU already submitted, such is received prior to the AL ACCOUNTING MODIFICATIONS OF COUNTER NO. AS DESIGNED.	pt of the amrs. FAILUR UR AND DA th change mile opening the CONTRACT CRIBED IT ET FORTH	endment on e E OF YOUR A TE SPECIFIE ay be made b acur and data AD) SHEET S/ORDERS EM 14. IN ITEM 14 AI	ach copy of th CKNOWLEDG D MAY RESU y telegram or I specified.	e offer sub SMENT TO LT IN REJ letter, prov	mitted; cr i ) BE ECTION C ided each
C. SUPPLEMENTAL				O AUTHORITY OF:	<del></del>	· · · · · · · · · · · · · · · · · · ·	<del>. ,,</del>	·-	
AUTHORITY FOR OT							<del> </del>		
D. OTHER (Specify ty				2 Limitation of Fun	do				
E. IMPORTANT: Contract				t and return Q copies to		office		····	<del></del>
14. DESCRIPTION OF AM	OF MIS HOU, ENTENTAL	IS required	u to sign this documen	t and return y copies to eaction headings, includ	dina saliniy	tion/contract s	thiest metters	where feas	ible )
The purpose of this m number N00014-10-C	odification								
Except as provided herein, effect.  15A. NAME AND TITLE OF			the document reference	ced in Item 9A or 10A, a					tuli force a
TOTAL PRINCE OF THE OF	PIGHEIT (1)	, po or print/		Lynn (	Christia	Contrac	ting Office	¥	
15B. CONTRACTOR/OFFI			15C. DATE SIGNED	16B. UNITED STATE B' (Signature of Contract				16C. DAT	E SIGNET  2011
SN 7540-01-152-8070			· · · · · · · · · · · · · · · · · · ·	30-105		ST	ANDARD FO		v. 10-83)
PREVIOUS EDITION UNIT	SABLE						escribed by GS		_

NAVOCNR OVERPRINT (3-88)

Prescribed by GSA FAR (48 CFR) 53.243

- 1. The funds available for performance under this order are increased by the amount set forth in the attached FAD sheets.
- 2. Section B, entitled "Supplies or Services and Prices/Cost" is revised to read as follows:

## SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	BASE The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.			\$646,054.00
	000101 ACRN AA: 000102 ACRN AB: 000103 ACRN AC:			
	Option I			······································
0002	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.	(0) (4)		\$2,824,177.00
	000201 ACRN AD: 000202 ACRN AC: 000203 ACRN AC: 000204 ACRN AC: 000205 ACRN AD:			
	Option II			
0003	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.	(21 (4)		\$8,564,545.00
	**Note: Before Exercising Option II a Chief of Naval Information (CHINFO) Announcement must be processed prior to option exercise.			
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module	*NSP	*NSP	*NSP

Contract Number: N00014-10-C-0246

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
	w/Cooler-IMU, MPH System Software			
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
	ESTIMATED CONTRACT DERATION:		(2) (4)	\$3,470,231.00

NSP = Not Separately Priced.

3. Section G - Contract Administration Data subpart 1.3, entitled "Allotment of Funds" is hereby revised as follows:

#### 1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$3,470,231; including an estimated cost of \$3,470,231; and a fixed fee of \$3,470,231.
- (b) CLIN 0001 is fully funded.
- 4. All other terms and conditions of the above numbered contract including estimated cost and fixed fee remain unchanged and in full force and effect.

Contract Number: N00014-10-C-0246

#### FINANCIAL ACCOUNTING DATA SHEET - NAVY

1. CONTRACT	NUMBER (CRITIC	CAL)	2. SPIEN (CRITI			3. MOD		AL)		4. PR NUME	ER					1
N000141						500	006			11 <b>P</b> R	03931-06	5			- 1	
-	6. LINE OF ACC		<u></u>											7.		
CLIN/SLIN	A. ACRN	B. APPROPRIATION	C. SUBHEAD	D. OBJ	E. Parm	F. RFM	G. SA	H. AAA	. I.	J, PAA	K. cn	ST CODE		AMOUNT		NAVY INT <b>ERNAL</b> USE ONLY
	(CRITICAL)	(CRITICAL)	(CRITICAL)	CLA	172011	''''	u,,	(CRITICAL)	,,,	,	PROJ		PDLI	(CRITICAL)		REF DOC/ACRN
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	AC AC	1711319 1711319	WZDE	255	RA	313	Ö	068342	2D	000000	08051	000	MPIO			PR#11PR03931-06 FRC:1MPI
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												PA	GE TOTAL	\$305,946.00	, }- ,	
						1						GRA	ND TOTAL	\$305,946.00	Ç.	<u> </u>
PREPAREDIAL	TORIZED SY:							APPROVAL: CAL DATA AND S	SIGNATU	IRE						
5470							BY	····			_ · · · _ ·			for COMPTROLE	LER,	ONR CONTRACT REVIEWED
DATE:						DATE:				,						

## FINANCIAL ACCOUNTING DATA SHEET - NON-NAVY DoD ACTIVITIES

1. CONTI	RACT NUMBER (	(CRITICAL)	2. SPIIN (CRITICAL)	3. MOD (CRITICAL)	4. PR NUMBER			
N00014	10C0246			P00006	11PR03931-06			
5. CLIN/SLIN	6. ACRN (CRITICAL)	7.	Α	ACCOUNTING CITATION		8, AMOUNT (CRITICAL)		NAVY INTERNAL USE ONLY REF DOC/ACRN
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					PAGE TOTAL	\$.0	0	
					GRAND TOTAL	\$.0		
PREPARED/A	UTHORIZED BY	•			COMPTROLLER APPROVAL: FOR FISCAL DATA AND SIGNATURE BY DATE:	for COMPTROLLE	R, ONR CONTRACT	REVIEWED

ONR AWARD FORM (10/99) - version 1.1

# **Contract Distribution Sheet**

CR Number:	11PR03931-06		
Contract Number:	N0001410C0246		
Specialist:	WARD, TIMOTHY J.	ONR; BD251	
Modification Number	r: P00006		
Distribution Date:	MAY 1 7 2011	Distributed By:	(0) (6)
Distribution Date.	MAY 1 1 ZUIT	Distributed By.	
PCO, ONR A	rlington (Original)		
Contractor (D	uplicate Original)		
Short Contractor Cod	e and Address:		
PVSN			
	ERAL SYSTEMS, LLC		
21300 VICTORY BL			
WOODLAND HILLS	S, CA 91367-2602 US		
ACO		<del>, , , , , , , , , , , , , , , , , , , </del>	***************************************
ACO MILSCAP Cod	e and Address:		
S0512A			
DCMA LOS ANGEL	ES-S0512A		
P.O. BOX 9608			
MISSION HILLS, CA	A 91346-9608 US		
Payment Offic	ce		
DODAAD Code and	Address:		
HQ0339			
DFAS COLUMB WE	EST ENTL-HQ0339		,
PO BOX 182381	·		
COLUMBUS, OH 43	3218-2381 US		
ONR:	······································	······································	
- 00CC			
	cer: DUNCAN, DR. MIC	CHAEL D., ONR Other	
		······	

AMENDMENT OF SOLI	CITATION/MODIFICATION OF C	CONTRACT	D0-C9(U)	
2. AMENDMENT/MODIFICATION NO.	3. EFFECTIVE DATE	4. REQUISITION/PURC		5. PROJECT NO. (If applicable)
P00007	SEE BLOCK 16C	11PR03931-07 / NAV		N.A.
	N00014	7. ADMINISTERED BY		CODE S0512A
3.13334357	1400014	T. ADMENTO LINED DI	(ii onan man nam o)	SCD-C SOSTEA
OFFICE OF NAVAL RESEARCH		DOMA LOS ANGELES	···	
	E (700) ene E04E	P.O. SOX 9608		
ONR 251 KENESHA Y. HARGRAV		MISSION HILLS, CA 91	346-9608	
E-mail: Kenesha.y.hargrave@navy			0.000	
875 North Randolph Street, Suite O	LC 12/9	1		
Arlington VA 22203-1995				
8. NAME AND ADDRESS OF CONTRA	CTOD (No. alread aquety State and	7ID Code\	1 / () 10 4 44 (	DMENT OF SOLICITATION NO.
6. NAME AND ADDRESS OF CONTRA			1 ' ' 1	DIMENT OF SOLICITATION NO.
PANAVISION FEDERAL SYSTEMS, LL	c Oma	Control Val	N.A.	(SEE ITEM 11)
21300 VICTORY BLVD. SUITE 840	· i	1		
WOODLAND HILLS, CA 91367-2602			10A. MODI	FICATION OF CONTRACT/ORDER
·			N00014-10	.C0248
				D (SEE ITEM 13)
CODE FACILIT	YCODE	·	21 SEPTEN	
326T5				100112010
(2018	11, THIS ITEM ONLY APPLIES	TO AMENDMENTS OF S	OLICITATIONS	· · · · · · · · · · · · · · · · · · ·
<del></del>	THE THE CHET MET CIED	TO AMELIADMENTS OF S	OLIGITATIONS	
[ ] =				<b>7.</b>
The above numbered solicitation is a	mended as set forth in item 14. The	hour and date specified fo	or receipt of Offers L	_is extended [is not extended.
Offers must acknowledge receipt of this	amendment prior to the hour and data	a specified in the solicitation	on or as amended, b	y on of the following methods: (a) By
completing items 8 and 15, and returning	g copies of the amendment; (b) By	y acknowledging receipt o	if the amendment on	each copy of the offer submitted; or (c
By separate letter or telegram which Incl				
RECEIVED AT THE PLACE DESIGNAT				
YOUR OFFER. If by virtue of this amen	dment you desire to change an offer a	already submitted, such d	hange may be made	by telegram or letter, provided each
telegram or letter makes reference to the 12. ACCOUNTING AND APPROPRIATI		ris received prior to the o	bening isoni and dan	a specified.
	THE ATTACHED FINANCIA			
	3. THIS ITEM APPLIES ONLY TO N			
	IT MODIFIES THE CONTRACT/	ORDER NO. AS DESCR	IBED ITEM 14.	
(/) A. THIS CHANGE ORDER IS ISSU	IED PURSUANT TO (Specify Authori	ty) THE CHANGES SET	FORTH IN ITEM 14	ARE MADE IN THE CONTRACT
ORDER NO. IN ITEM 10A.				
B. THE ABOVE NUMBERED CON	THACT/ORDER IS MODIFIED TO RI	EFLECT THE ADMINIST	RATIVE CHANGES	such as changes in paying office,
	TH IN ITEM 14, PURSUANT TO THE			
	I IS ENTERED INTO PURSUANT TO	MUTHORITY OF:		
AUTHORITY FOR OTHER THAN		·		
D. OTHER (Specify type of modific				
17(1140.100(b) Offiliatete	Modification; FAR 52.232-22			
E. IMPORTANT: Contractor X is not,	is required to sign this document	and return 0 copies to the	e Issuing office.	
14. DESCRIPTION OF AMENDMENT/N	ODIFICATION (Organized by UCF s	ection headings, including	solicitation/contract	subject matter where feasible.)
The purpose of this modification	is to provide an increment of	funding to CLIN 000	2 in the amount of	of \$113,000.00 under contract
number N00014-10-C-0246.				
11d1112d1 11000111 10 0 0210.				
Except as provided herein, all terms and	conditions of the document reference	ed in item 9A or 10A, as h	ieretofore changed, i	emains unchanged and in full force an
effect.		1		
15A. NAME AND TITLE OF SIGNER (T	ype or print)			OFFICER (Type or print)
		Lynn Chris	stian Contracti	ng Officer
	<u> </u>			
158. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES	OF AMERICA	16C. DATE SIGNED
		33) (6)		
		BY		All have
(Signature of person authorized to sign)		(Signature of Contractin	a Officer)	5/16/2011
SN 7540-01-152-8070	· · · · · · · · · · · · · · · · · · ·	30-105		TANDARD FORM 30 (REV. 10-83)
PREVIOUS EDITION UNUSABLE				Prescribed by GSA
NAVOCNA OVERPRINT (3-88)				AR (48 CFR) 53,249
				•

- 1. The funds available for performance under this order are increased by the amount set forth in the attached FAD sheets.
- 2. Section B, entitled "Supplies or Services and Prices/Cost" is revised to read as follows:

## SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	BASE The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.	023.6432		\$646,054.00
	000101 ACRN AA: 000102 ACRN AB: 000103 ACRN AC:			
0002	Option I  The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.  000201 ACRN AD: 000202 ACRN AC: 000203 ACRN AC: 000204 ACRN AC: 000205 ACRN AC: 000205 ACRN AD: 000206 ACRN AC: 000206 ACRN			\$2,824,177.00
0003	Option II  The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.  **Note: Before Exercising Option II a Chief of Naval Information (CHINFO) Announcement must be processed prior to option exercise.			\$8,564,545.00

Contract Number: N00014-10-C-0246

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE	
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP	
0005	In-board Computer System with Software	*NSP	*NSP	*NSP	
	ESTIMATED CONTRACT DERATION:	(9) (4)	(3),(4),	\$3,470,231.00	

NSP = Not Separately Priced.

3. Section G - Contract Administration Data subpart 1.3, entitled "Allotment of Funds" is hereby revised as follows:

#### 1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$3,470,231; including an estimated cost of (a) 140 and a fixed fee of (a) 140 and (b) 140 and (c) 140 and
- (b) CLIN 0001 is fully funded.
- (c) It is hereby understood and agreed that CLIN 0002 will not exceed a total amount of \$2,824,177; including an estimated cost of the standard and a fixed fee of the standard that the amount allotted of the standard will cover the period from the start date of Option I through six (6) months.
- 4. All other terms and conditions of the above numbered contract including estimated cost and fixed fee remain unchanged and in full force and effect.

Contract Number: N00014-10-C-0246

## FINANCIAL ACCOUNTING DATA SHEET - NAVY

1. CONTRACT	NUMBER (CRITI	CALI	2. SPIIN (CRIT			3. MOD		COOM		4. PR NUME						
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CLIN/SUN	Α.	B.	C.	D,	E. Parm	F.	G. SA	H.	I.	J. PAA	K	OT DODE		AMOUNT		NAVY INTERNAL USE ONLY
	ACRN (CRITICAL)	APPROPRIATION (CRITICAL)	SUBHEAD (CRITICAL)	D, OBJ CLA	PARM	RFM	5A	AAA (CRITICAL)	П	PAA	PROJ	ST CODE	PDU	(CRITICAL)		REF DOC/ACRN
	(oranical)	(Ol # (NOFILL)	(011)11012/								UNIT	MCC	PDLI & SUF			
	AC	1711319	₩2DE	255	RA	313	0	068342	2D	000000	UNIT 08051		& SUF MPIO	\$113,000.00		PR#11PR03931-07 FRC:1MPI
														\$113,000.00	107.0	레
PREPAREDIAL	UTORIZED BY:		<del></del>	<del>,</del>		;	ROLLER OR FISC	APPROVAL: CAL DATA AND S	SIGNATU	RE		GRA	NO TOTAL			R, ONR CONTRACT REVIEWED
DATE:		<del></del>				DATE				•				<del></del>		

## FINANCIAL ACCOUNTING DATA SHEET - NON-NAVY DoD ACTIVITIES

1. CONTRACT NUMBER (CRITICAL)			2. SPIIN (CRITICAL)	3. MOD (CRITICAL)	4. PR NUMBER	<del></del>		
N00014	10C0246			P00007	11PR03931-07			
5. 6. 7. CLINVISLIN ACRN (CRITICAL)			AO	COUNTING CITATION	8. AMOUNT (CRITICAL)		NAVY INTERNAL USE ONLY REF DOC/ACRN	
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					GRAN	\$.00 TOTAL \$.00		
PREPAREDA DATE:	AUTHORIZED BY:				COMPTROLLER APPROVAL: FOR FISCAL DATA AND SIGNATURE BY DATE:	T reviewed		

# **Contract Distribution Sheet**

CR Number: 11PR03931-07 Contract Number: N0001410C0246 Specialist: WARD, TIMOTHY J. Modification Number: P00007	ONR: BD251	·
Distribution Date:	Distributed By:	(b) (B)
PCO, ONR Arlington (Original)		
Contractor (Duplicate Original)		
Short Contractor Code and Address:		
PVSN		
PANAVISION FEDERAL SYSTEMS, LLC		
21300 VICTORY BLVD STE 840 WOODLAND HILLS, CA 91367-2602 US		
1100DEAND HEEB, ON 71307-2002 03		
_ ACO	***************************************	
ACO MILSCAP Code and Address:		
S0512A		
DCMA LOS ANGELES-S0512A		
P.O. BOX 9608 MISSION HILLS, CA 91346-9608 US		
MIGGION HELD, OR 71340-7006 00		
Payment Office		······································
DODAAD Code and Address:		
HQ0339		
DFAS COLUMB WEST ENTL-HQ0339		
PO BOX 182381		
COLUMBUS, OH 43218-2381 US		
ONR:	<u> </u>	
OOCC	TILATE TO COMP OF THE	
Program Officer: DUNCAN, DR. MIC	LHAEL D., UNK Other	

AMENDMENT OF SOLI	CITATION/MODIF	ICATION OF	CONTRACT	=	PAGE OF PAGES			
. AMENDMENT/MODIFICATION NO.			4. REQUISITION/PUR	T NO. (if applicable)				
PO0008  i. ISSUED BY CODE	SEE BLOCK 16C N00014		11PR03931-09 / NAVRIS # 1058584 N.A. 7. ADMINISTERED BY (if other than item 6) CODE   S					
1. 1850ED 81 GODE	100014		7. ADMINISTENCE B	1 (II Olliel	uran nem oj	SCD-C	CODE S0512A	
OFFICE OF NAVAL RESEARCH			DCMA LOS ANGELE	S	<del> </del>	· · · · · · · · · · · · · · · · · · ·		
ONR 251 KENESHA Y, HARGRAV			P.O. BOX 9608 MISSION HILLS, CA	01346.060	D.			
E-mail: Kenesha.y.hargrave@navy			WIGOION HILLO, CA	21340-800	0			
175 North Randolph Street, Suite C Arlington VA 22203-1995	ILC 1279		}					
			<u> </u>					
I, NAME AND ADDRESS OF CONTRA	CTOR (No., street, c	ounty, State and	ZIP Code)	( <b>/</b> )		MENT OF SOI	JOITATION NO.	
ANAVISION FEDERAL SYSTEMS, LL	.c				N.A. 9B. DATED (	SEE ITEM 11)		
11300 VICTORY BLVD. SUITE 840					<u> </u>		ONTRACT/ORDER	
VOODLAND HILLS, CA 91367-2602			GINA!		NO. N00014-10-C	0046		
		CO MALL	SA PLANTA			(SEE ITEM 13	3)	
	TY CODE		<del></del>		21 SEPTEME		•	
326T5	······································	·····			<u> </u>			
	11. THIS ITEM C	ONLY APPLIES	TO AMENDMENTS OF	SOLICITA	ATIONS	···· <u>·</u>		
The above numbered solicitation is a	amandad ee eet fodt	in Itam 14. The	hour and data enacifies	d for recein	t of Offers []	ie avtended [	le not extended	
THE STONE HOUSE AN SOUCH SOUL IS	attorios do set forti	11 (tet) 14, 1118	tions and pare shacilles	1 to Hecerb	r or Olicis [	₩ avrauren [	T is Hot extended.	
Offers must acknowledge receipt of this	amendment prior to	the hour and data	a specified in the solicit	ation or as	amended, by	on of the follow	ving methods: (a) By	
ompleting items 8 and 15, and returning	g copies of the an	rendment; (b) B;	y acknowledging recelp	t of the am	endment on e	ach copy of the	e offer submitted; or (c)	
By separate letter or telegram which include RECEIVED AT THE PLACE DESIGNAT	ludes a reference to t FED FOR THE RECE	THE SOLICITATION AT	id amendment number: S PRIOR TO THE HOLL	S. FAILUH IP AND DA	E OF YOUR A	CKNOWLEDO D MAY RESU	AMENT TO BE LIT IN REJECTION OF	
OUR OFFER. If by virtue of this amen								
elegram or letter makes reference to the	e solicitation and this	amendment, and						
2. ACCOUNTING AND APPROPRIATI	• •	•				· · ·		
			L ACCOUNTING I			8		
			ORDER NO. AS DESC					
/) A. THIS CHANGE ORDER IS ISSU	JED PURSUANT TO	(Specify Author	ity) THE CHANGES SE	T FORTH	IN ITEM 14 A	RE MADE IN T	HE CONTRACT	
ORDER NO. IN ITEM 10A.						1		
	<del></del>	Innimiss to a			ai (Atanca Z.			
B. THE ABOVE NUMBERED CON appropriation data, etc.) SET FOR	THACT/OHOER IS N THIN (TEM 14, PUR	NODIFIED TO RI SUANT TO THE	EFLECT THE AUMINIS AUTHORITY OF FAR	43.103(h)	CHANGES (S	ucn as cnange	s in paying office,	
<b></b> -  `` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` ` `				( ( ( ) .				
C. SUPPLEMENTAL AGREEMEN AUTHORITY FOR OTHER THAN	T IS ENTERED INTO	PURSUANT TO	AUTHORITY OF:			<u> </u>		
		OMPETITION:						
D. OTHER (Specify type of modific	ation and authority)							
FAR 43.103(b) Unilatera						······································	<u> </u>	
E. IMPORTANT: Contractor  is not.  4. DESCRIPTION OF AMENDMENTA	is required to sig	n this document	and return <u>0</u> copies to	the Issuing line colleite	office.	ubject matter v	uhara faarihia )	
4. DESCRIPTION OF AMENDMENTA	ACDITION TON (OIG	ainzed by OCF's	aciion naadiiga, iildad	яц зопцка	norveormact s	uujett matte) v	ritera (essibile.)	
The purpose of this modification	is to provide an	increment of	funding to CLIN 00	002 in the	amount of	\$200,000.0	0 under contract	
number N00014-10-C-0246.								
						,		
Except as provided herein, all terms and	d conditions of the de	aumant reference	ad in itom 04 or 104 a	e hazatafar	a channed re-	maine unchan	and and in full force and	
stept as provided Herent, ait terms and offect.	Tegrining of the do	cament fereienc	ed in item on or lon, a	2 (16) 0(0)0)	e unangeu, re	mano ancheri	ged and in this soice and	
15A, NAME AND TITLE OF SIGNER (7	Type or print)		16A. NAME AND TIT	LE OF CO	OF CONTRACTING OFFICER (Type or print)			
			Lynn C	hristian	Contract	ing Office	•	
CE CONTRACTOR OFFEEDOR	Hec	DATE SIGNED	16B, UNITED STATE				16C. DATE SIGNED	
15B. CONTRACTOR/OFFEROR	150.	DUIT SIGNED	16B UNITED STATE		149/1		1	
	l		В				9/4/2011	
Signature of person authorized to sign	<u> </u>	·	(Signature of Contrac	ang Omes	i)			
3N 7540-01-152-8070			30-105			ANDARD FOI escribed by G	RM 30 (REV. 10-83)	
PREVIOUS EDITION UNUSABLE						48 CFR) 5		
VAVOCNR OVERPRINT (3-88)								

- 1. The funds available for performance under this order are increased by the amount set forth in the attached FAD sheets.
- 2. Section B, entitled "Supplies or Services and Prices/Cost" is revised to read as follows:

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	BASE The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.			\$646,054.00
	000101 ACRN AA: 0 (0) 000102 ACRN AB: 0 (0) 000103 ACRN AC:			
	Option I			
0002	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.			\$2,824,177.00
	000201 ACRN AD: 000202 ACRN AC: 000203 ACRN AC: 000204 ACRN AC: 000205 ACRN AD: 000206 ACRN AC: 000207 ACRN AE: 000207 ACRN AE:			
	Option II			
0003	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.		(01(0))	\$8,564,545.00
	**Note: Before Exercising Option II a Chief of Naval Information (CHINFO) Announcement must be processed prior to option exercise.			

Contract Number: N00014-10-C-0246

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
	ESTIMATED CONTRACT DERATION:	沙科技工	(6) (4)	\$3,470,231.00

NSP = Not Separately Priced.

3. Section G - Contract Administration Data subpart 1.3, entitled "Allotment of Funds" is hereby revised as follows:

#### 1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$3,470,231; including an estimated cost of \$0,000 and a fixed fee of \$0,000.
- (b) CLIN 0001 is fully funded.
- (c) It is hereby understood and agreed that CLIN 0002 will not exceed a total amount of \$2,824,177; including an estimated cost of and a fixed fee of and a fixed fee of \$2,824,177; including an estimated cost of and a fixed fee of and a fixed fee of \$2,43,946; including an estimated cost of and a fixed fee of an and a fixed fee of an and a fixed fee of an analysis and a fixed fee of an analys
- 4. All other terms and conditions of the above numbered contract including estimated cost and fixed fee remain unchanged and in full force and effect.

Contract Number; N00014-10-C-0246

## FINANCIAL ACCOUNTING DATA SHEET - NAVY

1. CONTRACT NUMBER (CRITICAL)		2. SPIN (CRITICAL)			3. MOD (CRITICAL)			4. PR NUMBER							
N0001410C0246		ļ			P00008			11PR03931-09							
6. LINE OF ACCOUNTING				· · · · · · · · · · · · · · · · · · ·							7.				
CLIN/SLIN	a, acrn	B. APPROPRIATION	C. Subhead	OBJ D.	e. Parm	f. RFM	G, SA	H.	L IT	J. PAA	K.	ST CODE		AMOUNT	NAVY (NTERNAL USE ONLY
	(CRITICAL)	APPROPRIATION (CRITICAL)	(CRITICAL)	CLA		7.7.7.	u.	(CRITICAL)	.,		PROJ	ĺ	POLI	AMOUNT (CRITICAL)	REF DOC/ACRN
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						GRAND TOTAL \$200					\$200,000.00				
PREPARED/AUTORIZED BY:						F	OR FISC	APPROVAL: :AL DATA AND S	IGNATU	RE					
DATE						BY for COMPTROLLER, ONE CONTRACT REVIEWED							, ONR CONTRACT REVIEWED		
DATE:															

### FINANCIAL ACCOUNTING DATA SHEET - NON-NAVY DoD ACTIVITIES

	RACT NUMBER (	CRITICAL)	2. SPIIN (CRITICAL)	3. MOD (CRITICAL)	4. PR NUMBER	· · · · · · · · · · · · · · · · · · ·	<u> </u>		
N00014	1.0C0246	1.		P00008	11PR03931-09	. 8.	· · · · · · · · · · · · · · · · · · ·	1 17 5 15 TA	NAVY INTERNAL
CLIN/SLIN	ACRN (CRITICAL)	<b>'</b> -	A	CCOUNTING CITATION			, AMOUNT (CRITICAL)		NAVY INTERNAL USE ONLY REF DOC/ACRN
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DATE:					DATE:	<del></del>	for COMPTROLLER	ONR CONTRAC	( KEVIEWED
L						<del> </del>			

## **Contract Distribution Sheet**

CR Number:	11PR03931-09		
Contract Number: Specialist:	N0001410C0246 WARD, TIMOTHY J.	ONID DINASI	
Modification Number		ONK. DD251	
	OFD 0.7 AAH		
Distribution Date:	SEP 0 7 2011	Distributed By:	E 1167
PCO, ONR A	rlington (Original)		
Contractor (D	uplicate Original)		
Short Contractor Cod	e and Address:		
PVSN			
	ERAL SYSTEMS, LLC		
21300 VICTORY BL	· · · · · ·		
WOODLAND HILLS	S, CA 91367-2602 US		
ACO			
ACO MILSCAP Cod	e and Address:		
S0512A			
DCMA LOS ANGEL P.O. BOX 9608	ES-S0512A		
MISSION HILLS, CA	A 91346-9608 US		
Payment Offic	ce		
DODAAD Code and	Address:		
HQ0339			
DFAS COLUMB WI	EST ENTL-HQ0339		
PO BOX 182381	2010 0201 110		-
COLUMBUS, OH 43	1210-2381 US		
ONR:	, · · · · · · · · · · · · · · · · · · ·		
00CC	****		
Program Offic	cer: DUNCAN, DR. MIC	CHAEL D., ONR Other	
	······································		

AMENDMENT OF SOLIC	CITATION/MODIFICATION OF	CONTRACT	D0-C9(	RACT ID COD U	E	PAGE 1	OF PAGES
2. AMENDMENT/MODIFICATION NO.	3. EFFECTIVE DATE	4. REQUISITION/PUF			5. PROJEC	T NO. (if a	policable)
P00009	SEE BLOCK 16C	12PR00944-00 / NA		<del></del>	N.A.		
	N00014	7. ADMINISTERED B			<del></del>	CODE	S0512A
ļ				-	SCD-C		
OFFICE OF NAVAL RESEARCH		DCMA LOS ANGELES	<u>s</u>			······································	· <del>····································</del>
ONR 251 KENESHA Y. HARGRAVE	(703) 696-5345	P.O. BOX 9608					
E-mail: Kenesha.y.hargrave@navy.i		MISSION HILLS, CAS	91346-9608	3			
875 North Randolph Street, Sulte OL	C 1279						
Arlington VA 22203-1995		1					
•							
B. NAME AND ADDRESS OF CONTRAC	TOR (No., street, county, State and	i ZIP Code)	(1)	9.A. AMENDI	MENT OF SO	LICITATIO	N NO.
. :				N.A.			
PANAVISION FEDERAL SYSTEMS, LLC				98. DATED (	SEE ITEM 11)	}	
21300 VICTORY BLVD, SUITE 840	and the second second			TOA, MODIFI	CATION OF C	CONTRAC	T/ORDER
WOODLAND HILLS, CA 91367-2602	A Company of the Comp	, 11 i or - , 17	1 1	NO.			
				N00014-10-C			<del></del>
CODE TRACILITY	CORE	<del> </del>		10B. DATED		3}	
1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	CODE			21 SEPTEME	HEH 2010		-
326T5							
·	11. THIS ITEM ONLY APPLIES	TO AMENDMENTS OF	SOLICITA	TIONS	<del></del> ,		<del></del>
The above numbered solicitation is a Offers must acknowledge receipt of this a completing items 8 and 15, and returning By separate letter or telegram which inclu-	mendment prior to the hour and da copies of the amendment; (b) E	ta specified in the solicity by acknowledging receip	ation or as	amended, by	on of the follow sch copy of th	wing metho	ods: (a) By mitted; or (c)
RECEIVED AT THE PLACE DESIGNATE YOUR OFFER. If by virtue of this amend	ED FOR THE RECEIPT OF OFFER	S PRIOR TO THE HOU	IR AND DA	TE SPECIFIE	D MAY RESU	LT IN REJ	ECTION OF
telegram or letter makes reference to the	solicitation and this amendment, ar	nd is received prior to the	opening h	our and data	specified.		
12, ACCOUNTING AND APPROPRIATION	ON DATA (if required)			•			
SEE	THE ATTACHED FINANCIA	AL ACCOUNTING D	DATA (FA	AD) SHEET	S		
	3. THIS ITEM APPLIES ONLY TO						
	IT MODIFIES THE CONTRACT	ORDER NO. AS DESC	RIBED ITE	EM 14.		<del></del>	
(/) A. THIS CHANGE ORDER IS ISSU ORDER NO. IN ITEM 10A.	ED PURSUANT TO (Specify Author	rity) THE CHANGES SE	T FORTH	N ITEM 14 AF	RE MADE IN T	THE CONT	TRACT
B. THE ABOVE NUMBERED CONT	RACT/ORDER IS MODIFIED TO F	EFLECT THE ADMINIS	TRATIVE	CHANGES (si	ich as change	s in paying	g office,
appropriation data, etc.) SET FORT			43,103(b).				
C. SUPPLEMENTAL AGREEMENT AUTHORITY FOR OTHER THAN F	ULL AND OPEN COMPETITION:	O AUTHORITY OF:	······································	·			<del></del>
D. OTHER (Specify type of modifical FAR 43.103(b) Unitateral	ition and authority) Modification; FAR 52.232-2	2 Limitation of Fund	is				
E. (MPORTANT: Contractor 🔀 Is not,	is required to sign this document	t and return 0 copies to t	the Issuing	office.	• • •	<u> </u>	
14. DESCRIPTION OF AMENDMENT/M	ODIFICATION (Organized by UCF	section headings, includ	ing solicitat	lon/contract s	ubject matter	where feas	ible.)
The purpose of this modification number N00014-10-C-0246.	ls to provide an increment of	funding to CLIN 00	002 in the	amount of	\$80,000.00	O under o	contract
Except as provided herein, all terms and effect.							
15A. NAME AND TITLE OF SIGNER (7)	pe or print)	Casey W. Ros	S Fice		arricen ( <i>Typ</i>	e or print)	
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	169 LINESD STATE	C OF AME	PICA		16C. DA	TE SIGNED
(Op, Quitting) Of BOTT Elliott	1001 2711 270112	(0) (0)					1 -
	ţ	BY				$\mid n \mid$	0/11
(Signature of person authorized to sign)	<del></del>	(Signature or youth ac		,		1 ′′/	0 1 11
SN 7540-01-152-8070	· · · · · · · · · · · · · · · · · · ·	30-105	- 111-01	ST	ANDARD FO	RM 30 (RE	V. 10-83)
PREVIOUS EDITION UNUSABLE				Pri	escribed by G	SA `	•
VAVOCNR OVERPRINT (3-88)				FA	R (48 CFR) 5	3.243	

- 1. The funds available for performance under this order are increased by the amount set forth in the attached FAD sheets.
- 2. Section B, entitled "Supplies or Services and Prices/Cost" is revised to read as follows:

#### SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	BASE The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.			\$646,054.00
	000101 ACRN AA: 000102 ACRN AB: 000103 ACRN AC:			
	Option I			
0002	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.	(2) (4)		\$2,824,177.00
	000201 ACRN AD: 000202 ACRN AC: 000203 ACRN AC: 000203			
	000204 ACRN AC: (0) (000205 ACRN AD: (0) (1) (1) (1) (1) (1) (1) (1) (1) (1) (1			
]	000208 ACRN AF:			]
	Option II	· · · · · · · · · · · · · · · · · · ·		
0003	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.	{\$\frac{1}{2}\text{d}}	0):40	\$8,564,545.00
	**Note: Before Exercising Option II a Chief of Naval Information (CHINFO) Announcement must be processed prior to option exercise.			

Contract Number: N00014-10-C-0246

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
1	ESTIMATED CONTRACT DERATION:	(49)(4) ( <u>19)</u>	(SILEL III	\$3,470,231.00

NSP = Not Separately Priced.

3. Section G - Contract Administration Data subpart 1.3, entitled "Allotment of Funds" is hereby revised as follows:

#### 1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$3,470,231; including an estimated cost of \$3,000 and a fixed fee of \$1,000.
- (b) CLIN 0001 is fully funded.
- (c) It is hereby understood and agreed that CLIN 0002 will not exceed a total amount of \$2,824,177; including an estimated cost of and a fixed fee of the contract is \$1,023,946; including an estimated cost of and a fixed fee of this contract is estimated that the amount allotted of \$1,023,946 will cover the period from the start date of Option I through nine (9) months.
- All other terms and conditions of the above numbered contract including estimated cost and fixed fee remain unchanged and in full force and effect.

Contract Number: N00014-10-C-0246

## FINANCIAL ACCOUNTING DATA SHEET - NAVY

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ACH   ACH	MOOOL41	6. LINE OF AC	COUNTING	<u> </u>			<u> </u>		<del></del>						1 7.	<u> </u>
AF 3721319 N3EN 395 PA 313 6 068342 20 00000 02915 000 NPMO \$89,000.00 \$3 PRE12PROD944-00 FTC:1MPH  PREPAREDM/TOR/ZD PT: COMPROUER APPROVAL:  S80,000.00 \$3 PRE12PROD944-00 FTC:1MPH  PRACE TOTAL \$80,000.00 \$3 PRE12PROD944-00 FTC:1MPH  S80,000.00 \$3 PRE12PROD944-00 FTC:1MPH	CLINISLIN	A. ACRIN	B. APPROPRIATION	SUBHEAD	D. OBJ CLA	E. PARM	F. RFM	G. SA	AAA		J. PAA	PROJ	[	POLI & SUF	AMOUNT	USE ONLY
GRAND TOTAL \$80,000.00		AF	1721319	W3DN	5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5	RA	313	G	068342	20	00000			WÄHO	\$80, 900.00	PR#12PR00944-00 FRC: IMPH
GRAND TOTAL \$80,000.00	<del> </del>	PAGE TOTAL \$80,000.00														
PREPAREDIAUTORIZED BY: COMPTROLLER APPROVAL:		GRAND TOTAL \$80,000.00														
BY	ļ	UTORIZED BY:	- · · · · · · · · · · · · · · · · · · ·				F	OR FISC	APPROVAL: CAL DATA AND S	IGNATU	RE	· · · · · · · · · · · · · · · · · · ·				, ONR CONTRACT REVIEWED

## FINANCIAL ACCOUNTING DATA SHEET - NON-NAVY DoD ACTIVITIES

1. CONTRACT N	NUMBER (CRITIC	(AL) 2	SPIN (CRITICAL)	3. MOD (CRITICAL)	4. PR NUMBER			
N0001419C0				P00009	12PR00944-00			
5. 6. CLIN/SLIN AG (CRI	ACRN RITICAL)		ACC	OUNTING CITATION		8. AMOUNT (CRITICAL)		NAVY INTERNAL USE ONLY REF DOC/ACRN
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PREPARED/AUTIK	KORIZED BY:				COMPTROLLER APPROVAL: FOR FISCAL DATA AND SIGNATURE BY DATE:	for COMPTROLLER,	ONR CONTRACT	REVIEWED

## **Contract Distribution Sheet**

CR Number:	12PR00944-00		
Contract Number:	N0001410C0246		
Specialist:	WARD, TIMOTHY J.	ONR: BD251	
Modification Number	r: P00009		15. A 148.
B: 4			101 (0)
Distribution Date:	NOV 1 4 2011	Distributed By:	
PCO, ONR A	arlington (Original)		
Contractor (I	Ouplicate Original)		
Short Contractor Coo	de and Address:		
PVSN			
	ERAL SYSTEMS, LLC		
21300 VICTORY BI			
WOODLAND HILL	S, CA 91367-2602 US		
ACO	· · · · · · · · · · · · · · · · · · ·	<del></del>	
ACO MILSCAP Coo	de and Address:		
S0512A			
DCMA LOS ANGE	LES-S0512A		
P.O. BOX 9608			
MISSION HILLS, C	A 91346-9608 US		
Payment Off	ice		
DODAAD Code and	l Address:		
HQ0339			
DFAS COLUMB W	EST ENTL-HQ0339	,	
PO BOX 182381	0010 0001 770		
COLUMBUS, OH 4	3218-2381 US		
ONR:			
Program Offi	cer: DUNCAN, DR. MIC	CHAEL D., ONR Other	
		.,	

AMENDMENT OF SOLIC	CITATION/M	ODIFICATION OF C	ONTRACT	D0-C9(L	ACT ID COD N	Ę	PAGE OF	F PAGES
AMENDMENT/MODIFICATION NO.	3. EFFECTIVI	DATE	4. REQUISITION/PUR			5. PROJECT	NO. (if app	licable)
P00010	SEE BLOCK		12PR00944-01 / NA	VRIS # 10	58584	N.A		•
S, ISSUED BY CODE	N00014		7. ADMINISTERED BY	Y (if other th	an item 6)		CODE	0512A
	·					SCD-C		
OFFICE OF NAVAL RESEARCH			DOMA LOS ANGELES	S				
ONR 251 KENESHA Y. HARGRAVI	E (703) 696 <sub>~</sub> 5	345	P.O. BOX 9608		-			
E-mail: Kenesha.y.hargrave@navy.		,	MISSION HILLS, CA 9	11346-9608				
875 North Randolph Street, Suite O		i						
Arlington VA 22203-1995								
			<u></u>		<del></del>		<del></del>	<del></del>
B, NAME AND ADDRESS OF CONTRA	CTOR (No., str	eet, county, State and	ZIP Code)			MENT OF SOL	ICITATION	NO,
	_				V.A.			<u></u>
PANAVISION FEDERAL SYSTEMS, LL	C					SEE ITEM 11)		
21300 VICTORY BLVD. SUITE 840 WOODLAND HILLS, CA 91367-2602						CATION OF C	DNTRACT/	ORDER
4400024140 FILES, CA 51001-2002				I I	NO. N00014-10-0	0046		
						(SEE ITEM 13	·	
CODE FACILIT	YCODE	<del></del>			21 SEPTEMI		,	
32675	1 0000			-		32,1(2010		
32013	44 TUIC P	TEM ANI V ADDI JES T	O AMENDMENTS OF	SOLICITA	TIONS	·		<del></del>
	11, 10,51	EN ONL! AFFLIES	O AMENDINENTS OF	SOLIGITA	IIONO		<del> </del>	
The above numbered solicitation is a Offers must acknowledge receipt of this	amendment pr	for to the hour and data	specified in the solicit	ation of as a	mended, by	on of the follow	ring method	(s: (a) By
completing items 8 and 15, and returning By separate letter or telegram which incl RECEIVED AT THE PLACE DESIGNAT YOUR OFFER. If by virtue of this amen telegram or letter makes reference to the	udes a referen ED FOR THE dment you des a solicitation ar	ce to the solicitation an RECEIPT OF OFFERS ire to change an offer a lid this amendment, and	PRIOR TO THE HOU already submitted, such	s. FAILURE R AND DAT I change ma	OF YOUR / I'E SPECIFIE By be made b	ACKNOWLEDG D MAY RESUL by telegram or k	MENT TO I	BE CTION OF
12. ACCOUNTING AND APPROPRIATI	•	- '				_		
			L ACCOUNTING (			FS	<del>, </del>	<del></del>
	13. THIS ITEM	APPLIES ONLY TO N	IODIFICATIONS OF C	ONTRACT	S/ORDERS			
	IT MODIF	IES THE CONTRACT	ORDER NO. AS DESC	CRIBED ITE	M 14.	BEAMBERS T	TE SOUTE	
(B) A. THIS CHANGE ORDER IS ISSU	JEU PURSUAI	NT TO (Specify Author	ly) the Changes se	HI MONTH	n new 14 m	KE MADE IN I	HE CONTR	AUI
ORDER NO. IN ITEM 10A.								
						<del></del>	<del></del>	
B. THE ABOVE NUMBERED CON appropriation data, etc.) SET FOR	TRACT/ORDE TH IN ITEM 14	R IS MODIFIED TO RI , PURSUANT TO THE	AUTHORITY OF FAR	43.103(b).	HANGES (S	uch as changa.	s in paying (	office,
C. SUPPLEMENTAL AGREEMEN AUTHORITY FOR OTHER THAN			AUTHORITY OF:	<u></u>		<del> </del>		<del></del>
D. OTHER (Specify type of modified FAR 43.103(b) Unilateral	ation and auth	ority)	Limitation of Fund	ds	<del></del>	<del></del>	·	
E. IMPORTANT: Contractor X is not,					office.			
14. DESCRIPTION OF AMENDMENT/N	ODIFICATION	(Organized by UCF s	ection headings, includ	ling solicitat	on/contract s	ubject matter v	ihere feasib	ite.)
The purpose of this modification number N00014-10-C-0246.	is to provid	e an increment of	funding to CLIN 00	002 in the	amount o	f \$800,000.0	0 under o	contract
Except as provided herein, all terms and effect.		the document referenc						ull force and
15A. NAME AND TITLE OF SIGNER (7	ype or print)			esha Y. I	largrave		e or print)	··· ·
			CO	NTRACT	ING OFF	CER		
15B, CONTRACTOR/OFFEROR		15C. DATE SIGNED	16 (C) (C)				16C. DATE	: SIGNED 5/2011
(Signature of person authorized to sign)	<u></u>	<u>!</u>	30-105		<u> </u>	TANDARD FOR	M 30 (PE)	10,831
SN 7540-01-152-8070 PREVIOUS EDITION UNUSABLE			JU-100	•		escribed by G8		. 10-00)
NAVOCNR OVERPRINT (3-88)						NR (48 CFR) 53		
THE POST OF PERSONS (O. AM)								

- 1. The funds available for performance under this order are increased by the amount set forth in the attached FAD sheets.
- 2. Section B, entitled "Supplies or Services and Prices/Cost" is revised to read as follows:

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	BASE The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.		187 (4)	\$646,054.00
	000101 ACRN AA: (b) (a) 000102 ACRN AB: (b) (a) 000103 ACRN AC: (b) (a)			
0002	Option I  The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.  000201 ACRN AD: 000202 ACRN AC: 000203 ACRN AC: 000204 ACRN AC: 000205 ACRN AD: 000206 ACRN AC: 000207 ACRN AE: 000208 ACRN AF:			\$2,824,177.00
	Option II			
0003	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.  **Note: Before Exercising Option II a Chief of Novel Information (CHINES) Amountment of the contraction (CHINES).			\$8,564,545.00
<u> </u>	Naval Information (CHINFO) Announcement must be processed prior to option exercise.	<u> </u>		

Contract Number: N00014-10-C-0246

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
1	ESTIMATED CONTRACT DERATION:		(5) (3)	\$3,470,231.00

NSP = Not Separately Priced.

3. Section G - Contract Administration Data subpart 1.3, entitled "Allotment of Funds" is hereby revised as follows:

#### 1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$3,470,231; including an estimated cost of (a) (a) and a fixed fee of (b) (c) (c)
- (b) CLIN 0001 is fully funded.
- (c) It is hereby understood and agreed that CLIN 0002 will not exceed a total amount of \$2,824,177; including an estimated cost of and a fixed fee of the contract is amount presently available for payment and allotted to CLIN 0002 of this contract is \$1,823,946; including an estimated cost of the coverage and a fixed fee of the coverage and a fixed
- 4. All other terms and conditions of the above numbered contract including estimated cost and fixed fee remain unchanged and in full force and effect.

Contract Number: N00014-10-C-0246

#### FINANCIAL ACCOUNTING DATA SHEET - NAVY

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## FINANCIAL ACCOUNTING DATA SHEET - NON-NAVY Dod ACTIVITIES

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# **Contract Distribution Sheet**

CR Number: Contract Number: Specialist: Modification Number	WARD TMOTHY I	ONR: BD251	
Distribution Date:	***************************************	Distributed By:	(b) (6)
PCO, ONR Ar	lington (Original)	January,	in the fact of the same
Contractor (Di	plicate Original)		
Short Contractor Code	and Address:		
PVSN			
PANAVISION FEDE	RAL SYSTEMS, LLC		
21300 VICTORY BLY	/D STE 840		
WOODLAND HILLS,	. CA 91367-2602 US		
ACO	<del></del>	<u> </u>	
ACO MILSCAP Code	and Address:		
S0512A			
DCMA LOS ANGELE	S-S0512A		
P.O. BOX 9608	31016 0600 770		
MISSION HILLS, CA	91346-9608 US		
Payment Office		<del></del>	<del></del>
DODAAD Code and A	ddress:		
HQ0339			
DFAS COLUMB WES	T ENTL-HQ0339		
PO BOX 182381	10.0001.770		
COLUMBUS, OH 432	18-2381 US		
ONR:	<del></del>	<u></u>	
00CC	**************************************		
Program Officer	:: DUNCAN, DR. MICH	AEL D., ONR Other	
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AMENDMENT OF SOLI	CITATION/N	ODIFICATION OF C	ONTRACT	CONTI D0-C9	ractid cod (H)	Œ	PAGE OF PAGES
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I ISSUED BY CODE	N00014		7. ADMINISTERED	BY (If other I	then item 6)		CODE (S0512A
	{					SCD-C	i .
OFFICE OF NAVAL RESEARCH		<u></u>	DCMA LOS ANGEL	ES			·
ONR 251 KENESHA Y. HARGRAV	E (703) 696-	5345	P.O. BOX 9608		_		
E-mail: Kenesha.y.hargrave@navy			MISSION HILLS, CA	A 91346-960	8		
175 North Randolph Street, Suite O	LC 1279						
Arlington VA 22203-1995							
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), MANUE AND ADDRESS OF CONTRA	CIOR (No., SI	resi, county, state and .	ZIP Code)	(图)	N.A.	MENT OF SOF	ICHATION NO.
PANAVISION FEDERAL SYSTEMS, LL	c					SEE ITEM 11)	<del></del>
1300 VICTORY BLVD. SUITE 840	-			X			ONTRACT/ORDER
WOODLAND HILLS, CA 91367-2602					NO.	0	
				i i	N00014-10-0	-0246	
		· <b></b>				(SEE ITEM 13	)
The state of the s	YCODE			{	21 SEPTEMI	BER 2010	
326T5	·				<u> </u>		
	11. THIS I	TEM ONLY APPLIES T	O AMENDMENTS (	OF SOLICITA	ATIONS		
	copies of ludes a reference of the common type described by the common typ	the amendment; (b) By nee to the solicitation an RECEIPT OF OFFERS in the change an offer and this amendment, and equired)  ACHED FINANCIA APPLIES ONLY TO WELL THE CONTRACT/ NOT TO (Specify Authority IS MODIFIED TO RE	acknowledging recedured amendment number PRIOR TO THE HOUSE Iready submitted, suit is received prior to DIFFICATIONS OF ORDER NO. AS DECENTIFIED THE CHANGES SEED THE CHANGES SEED THE CHANGES SEED THE ADMINISTRATIONS OF THE CHANGES SEED THE CHANGES	eipt of the amers. FAILUR DUR AND DA ich change in the opening I DATA (F. CONTRACT SCRIBED IT SET FORTH	tendment on a LE OF YOUR / ATE SPECIFIE may be made to thour and data  AD) SHEETS/ORDERS EM 14. IN ITEM 14 A	each copy of the ACKNOWLEDG D MAY RESUL by telegram or le specified. TS	e offer submitted; or (c) MENT TO BE IT IN REJECTION OF atter, provided each
C. SUPPLEMENTAL AGREEMEN			AUTHORITY OF:		_ <del></del>	<del></del>	
AUTHORITY FOR OTHER THAN	FULL AND O	PEN COMPETITION:				<del></del>	
D. OTHER (Specify type of modific FAR 43.103(b) Unitatera	ation and auth al Modificati	ority) on; FAR 52,232-22	Limitation of Ful	nds			
E. IMPORTANT: Contractor Is not.	is require	to sign this document	and return 0 copies t	to the issuing	office.		
14. DESCRIPTION OF AMENDMENTA	MODIFICATIO	N (Organized by UCF se	ection headings, incl	uding soliçita	tion/contract s	ubject matter v	here feasible.)
The purpose of this modification number N00014-10-C-0246.	is to provid	le an increment of	funding to CLIN	0002 in the	e amount o	F\$1,00 <b>0</b> ,000	.00 under contract
Except as provided herein, all terms and effect.  15A. NAME AND TITLE OF SIGNER (7)		the document reference	16A, NAME AND T	TLE OF CO Christian	NTRACTING Contracti		
199, CONTINCTOROFFERON		JOO. WATE SIGNED	(6) (6)	VI CINC	17174.)		
		l	BY				1/30/2012
Signature of person authorized to sign)	<del></del>	4	(Signature of Contra	acting Office	(r)	<del></del>	· · · £ · · · · · · · · · · · · · · · ·
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4AVOCNR OVERPRINT (3-88)					FA	\R (48 CFR) 53	.243

- 1. The funds available for performance under this order are increased by the amount set forth in the attached FAD sheets.
- 2. Section B, entitled "Supplies or Services and Prices/Cost" is revised to read as follows:

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	BASE The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.	(n) (di) (n)	(0) (0)	\$646,054.00
	000101 ACRN AA: 000102 ACRN AB: 000103 ACRN AC:			
0002	Option I  The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.  000201 ACRN AD:	(0).(4).(6)(1)	(©) (&)	\$2,824,177.00
	000202 ACRN AC: 000203 ACRN AC: 000204 ACRN AC: 000205 ACRN AD: 000206 ACRN AC: 000207 ACRN AE:			
	000208 ACRN AF: 000209 ACRN AF: 000210 ACRN AF:			
0003	Option II  The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.	(4)		\$8,564,545.00
	**Note: Before Exercising Option II a Chief of Naval Information (CHINFO) Announcement must be processed prior to option exercise.			

Contract Number: N00014-10-C-0246

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
	ESTIMATED CONTRACT DERATION:		(b) (4 <sub>2</sub> )	\$3,470,231.00

NSP = Not Separately Priced,

3. Section G - Contract Administration Data subpart 1.3, entitled "Allotment of Funds" is hereby revised as follows:

#### 1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$3,470,231; including an estimated cost of \$3,470 and a fixed fee of \$3,470.
- (b) CLIN 0001 is fully funded.
- (c) It is hereby understood and agreed that CLIN 0002 will not exceed a total amount of \$2,824,177; including an estimated cost of \$2,824,177; and a fixed fee of \$2,000. The total amount presently available for payment and allotted to CLIN 0002 of this contract is \$2,823,946; including an estimated cost of \$2,823,946 and a fixed fee of \$2,000. It is estimated that the amount allotted of \$2,823,946 will cover the period from the start date of Option I through twenty-four (24) months.
- 4. All other terms and conditions of the above numbered contract including estimated cost and fixed fee remain unchanged and in full force and effect.

Contract Number: N00014-10-C-0246

FINANCIAL ACCOUNTING DATA SHEET - NAVY

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## FINANCIAL ACCOUNTING DATA SHEET - NON-NAVY Dod ACTIVITIES

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AMENDMENT OF SOLIC	CITATION/MODIFICATION OF C	CONTRACT	CONTRACT ID CC D0-C9(U)	UE	PAGE OF PAGES
AMENDMENT/MODIFICATION NO.	3. EFFECTIVE DATE	4. REQUISITION/PURC		I5. PROJECT	NO. (if applicable)
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ISSUED BY CODE	N00014	7. ADMINISTERED BY	(if other then item 6)		CODE S0512A
ECIPE OF NAVAL BESEASON	<u></u>	DOMA LOG 4VOE: CO		SCD-C	
FFICE OF NAVAL RESEARCH	(702) COC E945	DCMA LOS ANGELES P.O. BOX 9608			
NR 251 KENESHA Y. HARGRAVI -mail: Kenesha.y.hargrave@navy.		MISSION HILLS, CA 91	346-9608		
75 North Randolph Street, Suite O			- · • • - • •		
rlington VA 22203-1995	1210				•
-					
NAME AND ADDRESS OF CONTRAC	CTOR (No., street, county, State and	ZIP Code)	(°3) 9.A. AMEN	DMENT OF SOLI	CITATION NO.
6 \$1 \$ \$ 4 \$ 10 \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	_		N.A.		<del> </del>
ANAVISION FEDERAL SYSTEMS, LLO 1300 VICTORY BLVD. SUITE 840	<i>;</i>			(SEE ITEM 11)	
OODLAND HILLS, CA 91367-2602		. •		FICATION OF CO	ONTRACT/ORDER
4000 HT - 11000; 071 41041 2002			NO. N00014-10	C 0246	
				U-0246 D (SEE ITEM 13)	<u> </u>
ODE FACILIT	YCODE	<u>,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,</u>	21 SEPTEM		
26T5					
	11. THIS ITEM ONLY APPLIES	TO AMENDMENTS OF S	OLICITATIONS		
		<u></u>		·····	
The above numbered solicitation is a	mended as set forth in item 14. The	hour and date specified fo	or receipt of Offers	îs extended 🗌	is not extended.
fiers must acknowledge receipt of this ampleting items 8 and 15, and returning	emendment prior to the hour and date	specified in the solicitation	on or as amended, b	y on of the follows	ing methods: (a) By
impieling kems 8 and 10, and lelulning y separate letter or telegram which incli	udes a reference to the collection of	y soxillowiedging receipt p id amendment numbers	ithe amenoment on	ACKNOWLEDGE ACKNOWLEDGE	Diet Stoffitted; of (C) MENT TO RE
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OUR OFFER. If by virtue of this amend					
legram or letter makes reference to the	solicitation and this amendment, and				
. ACCOUNTING AND APPROPRIATE	ON DATA (If required)				
	THE ATTACHED FINANCIA				
	3. THIS ITEM APPLIES ONLY TO N	ODIFICATIONS OF COL	NTRACTS/ORDERS		<del></del>
	IT MODIFIES THE CONTRACT/				
,) A. THIS CHANGE ORDER IS ISSU	ED PURSUANT TO (Specify Authori	(y) THE CHANGES SET	FORTH IN ITEM 14	ARE MADE IN TH	E CONTRACT
ORDER NO. IN ITEM 10A.					
LO THE ADOLE WILLDED	PACT/OFFICE IS MODIFIED TO S	CI COT THE APPRILITATION	DAME OLIVERA	Cough as ab	in an in-
	FRACT/ORDER IS MODIFIED TO RI H IN ITEM 14, PURSUANT TO THE			sucn as changes	in paying office,
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AUTHORITY FOR OTHER THAN F  D. OTHER (Specify type of modifies		<del></del>		<del></del>	
	Modification; FAR 52.232-22	Limitation of Funda			
FAIX 40. TOO(b) Officera			January office	·	<del></del>
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I, DESCRIPTION OF AMENUMENTA	ODIFICATION (Organized by OGF s	ecutri neadings, including	\$ 20thewatioiAcouttect	aubject thetter W	iidid idasinid.)
he purposes of this modification	are to:				
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(1) provide an increment of	funding in the amount of \$231	Of and fully fund of	Intion L (C) INION	iğli and	
					and and framedians to
	s 0003, 0004, and 0005) in th			de an increme	ent of functing to
CLIN 0003 in the amoun	t of \$1,780,769.00 under conf	ract number NUUU14	4-10-Q-02 <b>4</b> 6.		
хсерt as provided hereiп, all terms and	conditions of the document reference	ed in item 9A or 10A, as h	ieretofore changed, i	emains unchange	ed and in full force and
fect.		IACA MAKATI AND TITLE	OF CONTRACTOR	OFFICED A	os print)
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	TARO BATE OLD TO	. <del></del>	MITAOTING C		ACC DATE SIGNES
5B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16(0)+(%)		$\sim$	16C. DATE SIGNED
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factor of the state of the stat	<del></del> -	(Standard of Capterstin	a Official		~ 12112012
Signature of person authorized to sign)		(Signature of Contractin 30-105	y Omicer) I	TANDARD FOR	M 30 (REV. 10-83)
N 7540-01-152-8070 REVIOUS EDITION UNUSABLE		00-100		rescribed by GS	
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AVOGNR OVERPRINT (3-88)

- 1. Option II (CLINs 0003, 0004, and 0005) are hereby exercised in the amount of \$8,564,545.00.
- 2. The funds available for the performance of this contract are increased by the amount set forth in the attached Financial Accounting (FAD) Data sheets.
- 3. Section B, entitled "Supplies or Services and Prices/Cost" to read as follows:

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	BASE The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.  000101 ACRN AA:			\$646,054.00
	000102 ACRN AB: 0000103 ACRN AC:			
0002	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.  000201 ACRN AD: 000202 ACRN AC: 000203 ACRN AC: 000204 ACRN AC: 000205 ACRN AD: 000206 ACRN AC: 000207 ACRN AE: 000207 ACRN AF: 000210 ACRN AF: 000211 ACRNAF:			\$2,824,177.00

Contract Number: N00014-10-C-0246

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
	Option II			
0003	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000301 ACRN AF:			\$8,564,545.00
	**Note: Before Exercising Option II a Chief of Naval Information (CHINFO) Announcement must be processed prior to option exercise.			
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
	ESTIMATED CONTRACT DERATION:	(04.0)	\$ 60 m	\$12,034,776.00

NSP = Not Separately Priced.

- 4. In Section F entitled "Deliveries or Performance" is hereby deleted and revised as follows:
  - 1. The Research effort performed under CLIN 0001 shall be conducted from date of contract award (21 Sept 2010) through six (6) months thereafter.
  - 2. The research effort performed under Option I (CLIN 0002) shall be conducted during the period from the effective date of the option exercise through twenty-four (24) months.
  - 3. The research effort performed under CLIN 0003 shall be conducted during the period from the effective date of the option through thirty (30) months thereafter.
  - 4. CLIN 0004 shall be delivered F.O.B. Destination to the Program Officer at the address stated in paragraph 4 below.
  - 5. CLIN 0005 shall be delivered F.O.B. Destination to the Program Officer at the address stated in paragraph 6 below.

Contract Number: N00014-10-C-0246